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FORM PTO-1584

(Rev. 8-03)

OMB No. 0651-0011 (exp. 4/94)

MCD 12-17-99 REC

01-05-2000



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Pat

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red original documents or copy thereof.

1. Name of conveying party(ies):

NHA Realty, Inc.

- Individual(s)
- General Partnership
- Corporation-State of Florida
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 31, 1999

2. Name and address of receiving party(ies)

Name: NEWHOMES.COM, INC.

Internal Address:

Street Address: 2331 Belleair Road, Suite D

City: Clearwater State: FL ZIP: 33764

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/777354  
75/777462

B. Trademark Registr:



12-17-1999

U.S. Patent & TMO/ TM Mail Rpt Dt #64

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: J. Todd Timmerman, Esq.

Internal Address: P.O. Box 172609  
Tampa, FL 33672-0609

Street Address: 101 E. Kennedy Blvd., Suite 2800

City: Tampa State: FL ZIP: 33602

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

01/05/2000 DNGUYEN 00000012 75777354

01 FC:481  
02 FC:482

40.00 DP  
25.00 DP

DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

J. Todd Timmerman, Esq.

Name of Person Signing

Signature

12/13/99

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 002006 FRAME: 0673

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "NEWHOMES.COM, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF NOVEMBER, A.D. 1999, AT 4:01 O'CLOCK P.M.



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

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AUTHENTICATION

0096968

DATE

11-22-99

**TRADEMARK**  
**REEL: 002006 FRAME: 0674**

**CERTIFICATE OF MERGER  
OF  
NHA REALTY, INC.  
INTO  
NEWHOMES.COM, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"), does hereby certify pursuant to Sections 251 and 252 of the DGCL as follows:

1. That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

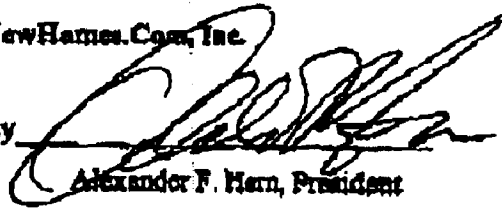
<u>Name</u>	<u>State of Incorporation</u>
NewHomes.Com, Inc.	Delaware
NHA Realty, Inc.	Florida

2. An Agreement and Plan of Merger (the "Merger Agreement"), dated as of October 31, 1999, between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Sections 251 and 252 of the DGCL.
3. The name of the surviving corporation of the merger is NewHomes.Com, Inc.
4. The Certificate of Incorporation of NewHomes.Com, Inc. shall be the Certificate of Incorporation of the surviving corporation.
5. An executed copy of the Merger Agreement is on file at the principal place of business of the surviving corporation, the address of the same being:  
NewHomes.Com, Inc.  
2331 Belleair Road, Ste. D  
Clearwater, FL 33764
6. A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.
7. The merger shall become effective at the time and on the date this Certificate of Merger is filed in accordance with Sections 251 and 252 of the DGCL.
8. The authorized capital stock of NHA Realty, Inc. is 1,000 shares of Common Stock, \$10 par value per share.

IN WITNESS WHEREOF, NewHomes.Com, Inc. has caused this Certificate to be signed by Alexander F. Horn, its authorized officer, this 31<sup>st</sup> day of October, 1999.

NewHomes.Com, Inc.

By



Alexander F. Horn, President