

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



To the Honorable Commissioner of Patents

101252351

nal documents or copy thereof.

1. Name of conveying party(ies):

The Sled Dogs Company

12-29-99

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

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

2. Name and address of receiving party(ies)

Name: Xdogs.com, Inc.

Internal Address: _____

Street Address: 80 South Eighth Street Suite 2660

City: Minneapolis State: MN ZIP: 5500

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Nevada
- 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

3. Nature of conveyance:

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

Execution Date: May 21, 1999

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

A. Trademark Application No.(s) 75/583.529
75/628.518

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Joshua J. Burke

Internal Address: Dorsey & Whitney LLP

Street Address: 220 South Sixth Street

City: Minneapolis State: MN ZIP 55402

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: 04-1420 (If there is any insufficiency in the fee it may be charged to the deposit account.)

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

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.

Joshua J. Burke

Name of person Signing

Signature

December 23, 1999

Date

Total number of pages comprising cover sheet: 1

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01/27/2000 DNGUYEN 00000057 75583529

Do not detach this portion

01 FC:481
02 FC:482

40.00 DP
25.00 DP

Documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK

REEL: 002012 FRAME: 0253

ARTICLES OF MERGER
OF
THE SLED DOGS COMPANY., a Colorado Corporation
INTO
Xdogs.com, Inc., a Nevada Corporation

THESE ARTICLES OF MERGER (the "Articles") are made this 6th day of May, 1999, by and between THE SLED DOGS COMPANY, a Colorado corporation (hereinafter referred to as the "Non-surviving Corporation") and Xdogs.com, Inc. a Nevada corporation (hereinafter the "Surviving Corporation"), pursuant to the respective portions of Chapter 92A of the Nevada Private Corporations Act.

I. The Non-surviving Corporation shall merge with the Surviving Corporation and upon the effective date of such merger, as hereinafter specified, the Non-surviving Corporation shall cease to exist and shall no longer exercise its powers, privileges and franchises subject to the laws of the State of Colorado, its state of incorporation. The Surviving Corporation shall succeed to the property and assets of and exercise all the powers, privileges and franchises of the Non-surviving Corporation and shall assume and be liable for all of the debts and liabilities, if any, of the Non-surviving Corporation.

II. The merger shall become effective as of May 6, 1999.

III. Immediately prior to the effective date of the merger contemplated herein, the Non-surviving Corporation had 6,797,741 shares of its common stock issued and outstanding. Immediately prior to the date of the merger contemplated herein, the Surviving Corporation had one share of its common stock issued and outstanding.

IV. As a result of the merger, all outstanding and issued shares of the Non-surviving Corporation's common stock shall be exchanged for the exact amount of shares of the Surviving Corporation.

V. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference as though its provisions were fully set forth herein.

VI. The Plan of Merger was submitted to the shareholders of the Non-Surviving Corporation and approved by a sufficient number of shareholders of the Non-Surviving Corporation on May 6, 1999 by a total of 4,275,047 shares out of a total of 6,797,741 shares entitled to vote thereon, with a total of 4,048 shares voting against the proposal and 854 shares voting to abstain. The sole shareholder of the Surviving Corporation unanimously approved the Plan on May 6, 1999.

The undersigned respective President and Secretary of the Non-surviving Corporation and of the Surviving Corporation each hereby acknowledges that the execution of these Articles of Merger is the act and deed of the Corporation on whose behalf he executes these Articles and that the facts stated herein are true.

THE SLED DOGS COMPANY
a Colorado corporation

By: [Signature]
President

By: [Signature]
Secretary

STATE OF MINNESOTA)
COUNTY OF Hennepin) SS:

On this 31 day of May, 1999, before me, a Notary Public, personally appeared Kent Rodriguez and Aaron Kylander who acknowledged that they are the respective President and Secretary of THE SLED DOGS COMPANY, and that each has executed the above instrument

[Signature]
NOTARY PUBLIC

My Commission Expires:

Jan 31, 2000

