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MRO DPR/FINANCE
12-27-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

01/31/2000 DNGUYEN 00000046 75337904

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 400.00 OP

01/31/2000 DNGUYEN 00000046 75337904
Name/Number: 75337904 \$240.00

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. Send comments to the information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THE ADDRESS.

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

TRADEMARK

REEL: 002013 FRAME: 0326

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75337904"/>	<input type="text" value="75636995"/>	<input type="text"/>	<input type="text" value="1395144"/>	<input type="text" value="1396092"/>	<input type="text" value="1472615"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1472617"/>	<input type="text" value="1691938"/>	<input type="text" value="1733573"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1827707"/>	<input type="text" value="1827708"/>	<input type="text" value="1859976"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

John K. Uilkema

12/23/1999

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

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Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

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1863952	2131305	2148252
2150141	2220748	2249134
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State of Delaware
Office of the Secretary of State 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, WHICH MERGES:

"STAR SYSTEM, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "STAR ACQUISITION CORP." UNDER THE NAME OF
"STAR SYSTEM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE FIRST DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

2950937 8100M
991077641

AUTHENTICATION: 9601648
DATE: 03-01-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/01/1999
991077641 - 2950937

CERTIFICATE OF MERGER

OF

STAR SYSTEM, INC.,
a California nonprofit mutual benefit corporation

INTO

STAR ACQUISITION CORP.,
a Delaware corporation

This Certificate of Merger is executed by Star Acquisition Corp., as the surviving corporation, pursuant to the provisions of Section 258 of the General Corporation Law of the State of Delaware.

I

The names and states of incorporation of the constituent corporations are as follows:

Name	State
1. Star Acquisition Corp.	Delaware
2. Star System, Inc.	California

II

The Agreement of Merger and Plan of Reorganization by and among H&S Holding Company, a Delaware corporation, Star Acquisition Corp., a Delaware corporation, Star System, Inc., a California non-profit mutual benefit corporation and the other parties therein (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the respective corporations in accordance with Section 258(b) of the General Corporation Law of the State of Delaware and Section 8011 and Section 8012 of the Nonprofit Mutual Benefit Corporation Law of the State of California.

III

The name of the surviving corporation is Star Acquisition Corp., a Delaware corporation. The Certificate of Incorporation of Star Acquisition Corp. shall be amended to change the name of the corporation to Star System, Inc.

IV

The Certificate of Incorporation of Star Acquisition Corp. shall be amended to change the name of the corporation to Star System, Inc. The Certificate of Incorporation of Star Acquisition Corp. as so amended is attached hereto as Exhibit A.

V

The executed Merger Agreement is on file at the principal place of business of the surviving corporation, at the following address:

Star Acquisition Corp.
2600 Lake Lucien Drive, Suite 180
Maitland, Florida 32751



VI.

A copy of the Merger Agreement will be furnished by Star Acquisition Corp., on request and without cost, to any member of any constituent corporation.

VII.

Star System, Inc. is a nonstock corporation and has 17 members, each with an identical, uncertificated membership interest.

VIII.

The merger shall become effective at 5:00 p.m., EST, on March 1, 1999.

Star Acquisition Corp. has caused this Certificate of Merger to be executed in its corporate name this 25th day of February 1999.

STAR ACQUISITION CORP.
a Delaware corporation

By: /s/ Ronald V. Coogemi
Ronald V. Coogemi
President