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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)

State/Country

Zip Code

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

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.)

02/07/2000 DNGUYEN 00000090 1651912

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002017 FRAME: 0352

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1651912"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Garrett M. Tuttle

Name of Person Signing

Signature

January 7, 2000

Date Signed

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 OWNERSHIP, WHICH MERGES:

"WATERMILL EXPRESS, INC.", A TEXAS CORPORATION,
WITH AND INTO "WATERMILL EXPRESS ACQUISITION, INC." UNDER THE NAME OF "WATERMILL EXPRESS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0126227

DATE: 12-08-99

TRADEMARK
REEL: 002017 FRAME: 0354

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
WATERMILL EXPRESS, INC.
INTO
WATERMILL EXPRESS ACQUISITION, INC.**

Watermill Express, Inc. ("Watermill Express"), a corporation incorporated and existing pursuant to the provisions of the Business Corporation Act of the State of Texas (the "Texas Law"), hereby certifies that:

FIRST: Watermill Express owns 100% of the outstanding shares of common stock of Watermill Express Acquisition, Inc. ("Watermill Acquisition" or "Subsidiary"), a corporation incorporated and existing pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Delaware Law").

SECOND: The names and states of incorporation of each of the constituent corporations of the Merger (as defined in the Fourth Paragraph below) are as follows:

	Name	State of Incorporation
Parent:	Watermill Express, Inc.	Texas
Subsidiary:	Watermill Express Acquisition, Inc.	Delaware

THIRD: The Subsidiary has 100 shares of common stock outstanding, all of which shares are owned by Watermill Express.

FOURTH: Pursuant to Section 9.10 of the Texas Law, Watermill Express, by unanimous written consent of its Board of Directors dated as of November 28, 1997, adopted the following resolutions, which resolutions have not been amended or rescinded and remain in full force and effect:

WHEREAS, the Corporation wishes to effect a merger (the "Merger") with Watermill Acquisition, a Delaware corporation, pursuant to the terms and conditions of an Agreement and Plan of Merger (the "Merger Agreement"), to be dated December 2, 1997, by and between the Corporation and Watermill Acquisition, in substantially the form attached hereto as Exhibit A, whereby Watermill Express shall merge with and into Watermill Acquisition, with Watermill Acquisition being the surviving corporation, thereafter continuing its corporate existence under the laws of the State of Delaware under the name "Watermill Express, Inc.";

WHEREAS, the Board has been presented with the Merger Agreement providing for the terms and conditions of the Merger; and

WHEREAS, the Board has considered all facts which it deems relevant regarding the transactions contemplated by the Merger Agreement and believes it to be in the best interests of the Corporation to enter into the Merger Agreement and effect the Merger.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation is hereby authorized and empowered to enter into the Merger Agreement, the general terms and conditions of which have been presented to the Board, and to effectuate the Merger;

RESOLVED FURTHER, that the President of the Corporation and any Vice President, and the Secretary and any Assistant Secretary (the "Authorized Officers") are hereby authorized, empowered and directed to execute and deliver, in the name and on behalf of the Corporation, the Merger Agreement in substantially the form which has been presented to the Board, together with any changes or modifications thereto as such Authorized Officers, in their sole discretion, shall decide is advisable or appropriate and in the best interests of the Corporation, such decision to be evidenced by the signature of any of such officers thereon;

RESOLVED FURTHER, that the Authorized Officers are hereby authorized, empowered and directed in the name and on behalf of the Corporation to execute and deliver to Watermill Acquisition any and all additional documents, agreements, and instruments that may be required to perform the obligations of the Corporation with respect to the Merger Agreement and the transactions contemplated therein, including, but not limited to, effecting the Merger, and to carry out the purposes of these resolutions with respect thereto, as such Authorized Officers may, in their sole discretion, agree to, as evidenced by the signature of any of such officers thereon;

RESOLVED FURTHER, that said Authorized Officers are hereby authorized, empowered and directed to do and perform any and all other acts and things deemed by such Authorized Officers necessary, convenient, or proper to carry out the purposes of these resolutions and to perform the obligations of the Corporation with respect thereto, and the Board hereby ratifies, approves, and confirms all such acts and things that such Authorized Officers have done or may do in connection with any of the matters outlined in these resolutions;

RESOLVED FURTHER, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed, for and on behalf

of the Corporation, to solicit the consent of the stockholders of the Corporation to the transactions contemplated by the Merger Agreement;

RESOLVED FURTHER, that the Board of Directors hereby recommends that the Merger Agreement be approved by the shareholders of the Corporation;

RESOLVED FURTHER, that the surviving corporation shall be Watermill Acquisition, which shall thereafter continue its corporate existence under the laws of the State of Delaware under the name "Watermill Express, Inc.";

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized to vote all shares of Watermill Acquisition owned by the Corporation in favor of the above described Merger, whether by written consent or at a meeting of shareholders; and

RESOLVED FURTHER, that any of the foregoing actions that may have been done to date are hereby authorized, ratified, confirmed and approved in all respects, and any and all actions heretofore taken by the officers of the Corporation in furtherance of the foregoing resolutions be, and they hereby are, ratified, approved and confirmed as the proper acts and deeds of the Corporation.

FIFTH: An Agreement and Plan of Merger (the "Merger Plan"), substantially the same as the one attached hereto as Exhibit A, 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 the Delaware Law and the Texas Law.

SIXTH: The surviving corporation of the merger is Watermill Acquisition, which shall continue its corporate existence under the laws of the State of Delaware under the name "Watermill Express, Inc." as provided below.

SEVENTH: The Certificate of Incorporation of Watermill Acquisition, a Delaware corporation, shall be amended as set forth herein, and as so amended, shall be the Certificate of Incorporation of the surviving corporation. Article I of the Certificate of Incorporation shall be amended and restated in its entirety as follows: "The name of the corporation is Watermill Express, Inc. (the 'Corporation')."

EIGHTH: The executed Merger Plan is on file at the principal place of business of the surviving corporation. The address of such principal place of business is


177 West Jessup
Brighton, Colorado 80601

NINTH: A copy of the Merger Plan will be furnished on request and without cost to any stockholder of any constituent corporation.

TENTH: The address of the registered agent of Watermill Acquisition is 1013 Centre Road, Wilmington, County of New Castle, Delaware, and the name of such registered agent is Corporation Service Company.

Watermill Express has caused this Certificate of Ownership and Merger to be executed and acknowledge by its duly authorized officer as of December 2, 1997.

Watermill Express, Inc., a Texas corporation

By: 
Name: Donald P. Dolifka
Title: President

**EXHIBIT A
TO
CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
WATERMILL EXPRESS, INC.
INTO
WATERMILL EXPRESS ACQUISITION, INC.**

AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER
BETWEEN
WATERMILL EXPRESS, INC.
A TEXAS CORPORATION
(THE MERGED CORPORATION)
and
WATERMILL EXPRESS ACQUISITION, INC.
A DELAWARE CORPORATION
(THE SURVIVING CORPORATION)

This Agreement and Plan of Merger (hereinafter called the "Agreement") is made as of December 2, 1997, between WATERMILL EXPRESS, INC., a Texas corporation (hereinafter called "Watermill Express" or the "merged corporation") and WATERMILL EXPRESS ACQUISITION, INC., a Delaware corporation (hereinafter called "Watermill Acquisition" or the "surviving corporation") (said corporations being hereinafter collectively referred to as the "constituent corporations").

RECITALS

A. Watermill Acquisition was incorporated by Articles of Incorporation filed in the office of the Secretary of State of the State of Delaware on November 25, 1997, and said corporation is now a corporation subject to and governed by the provisions of the Delaware General Corporation Law, and is a wholly-owned subsidiary of Watermill Express.

B. Watermill Acquisition has authorized capital stock of 3,000,000 shares of common stock, par value \$.01 per share (the "Watermill Acquisition Common Stock"), of which 100 shares were outstanding and 2,999,900 shares were held in the treasury as of the date hereof.

C. Watermill Express was incorporated by Certificate of Incorporation filed in the office of the Secretary of State of the State of Texas on October 19, 1979, and said corporation is now a corporation subject to and governed by the provisions of the Texas Business Corporation Act.

D. Watermill Express has authorized capital stock of 3,000,000 shares of common stock, no par value ("Watermill Express Common Stock"), of which 1,275,759 shares were outstanding and 1,724,241 shares were held in the treasury as of the date hereof.

E. Pursuant to Section 5.16 of the Texas Business Corporation Act and Section 253 of the General Corporation Law of the State of Delaware, Watermill Express may merge with and into Watermill Acquisition.

F. The Board of Directors of each of the constituent corporations respectively deem it advisable and in the best interests of said corporations and their respective shareholders that Watermill Express be merged with and into Watermill Acquisition, with Watermill Acquisition continuing as the surviving corporation (the "Merger") under the name Watermill Express, Inc., on the terms and conditions hereinafter set forth and in accordance with the provisions of the Texas Business Corporation Act and the Delaware General Corporation Law.

AGREEMENTS

The parties hereto, in consideration of the premises and of the mutual covenants and agreements contained herein and of the benefits to accrue to the parties hereto, have agreed and do hereby agree as follows:

FIRST: At the Effective Time (as hereinafter defined): (a) Watermill Express shall be merged with and into Watermill Acquisition, which shall be the surviving corporation of the Merger, and (b) the identity and separate existence of Watermill Express shall cease and all of the rights, privileges, powers, properties and assets of Watermill Express shall be vested in the surviving corporation in accordance with the provisions of the Texas Business Corporation Act and the Delaware General Corporation Law. Watermill Acquisition shall continue its corporate existence under the laws of the State of Delaware under the name "Watermill Express, Inc." as provided below

SECOND: The Certificate of Incorporation of Watermill Acquisition at the Effective Time of the Merger shall be amended as set forth below and, as so amended, shall be the Certificate of Incorporation of the surviving corporation, until amended as provided by law:

Article I shall be amended in its entirety to read as follows: The name of the corporation is Watermill Express, Inc. (the "Corporation").

THIRD: The Bylaws of Watermill Acquisition at the Effective Time of the Merger shall be and remain the Bylaws of the surviving corporation until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

FOURTH: The directors and officers of Watermill Acquisition at the Effective Time of the Merger shall be and remain the directors of the surviving corporation and shall hold office from the time of Merger until their respective successors are elected and qualify or until their tenure is otherwise terminated in accordance with the Bylaws of the surviving corporation.

FIFTH: The manner and basis of converting the shares of Watermill Express Common Stock into shares of Watermill Acquisition Common Stock shall be as follows:

1. Each of the shares of Watermill Express Common Stock outstanding immediately prior to the Effective Time of the Merger (other than

shares as to which statutory dissenters' rights have been exercised) shall at the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder or holders thereof, be automatically converted into and exchanged into one (1) share of Watermill Acquisition Common Stock.

2. Notwithstanding anything herein to the contrary, no certificate or scrip evidencing fractional shares of the surviving corporation shall be issued in the Merger, and such fractional share interests will be rounded up to the next whole share.

3. As soon as practicable after the Effective Time, each holder of a certificate for shares of Watermill Express Common Stock outstanding immediately prior to the Effective Time shall be entitled, upon surrender of such certificate for cancellation to the surviving corporation, to receive a new certificate for the number of whole shares of Watermill Acquisition Common Stock to which such holder shall be entitled on the basis set forth in paragraph 1 above. Until so surrendered, each certificate which, immediately prior to the Effective Time, represented shares of Watermill Express Common Stock shall not be transferable on the books of the surviving corporation but shall be deemed to evidence the right to receive (except for the payment of dividends as provided below) ownership of the number of whole shares of Watermill Acquisition Common Stock into which such shares of Watermill Express Common Stock have been converted on the basis above set forth; provided, however, that until the holder of such certificate for Watermill Express Common Stock shall have surrendered the same for exchange as above set forth, no dividend payable to holders of record of Watermill Acquisition Common Stock as of any date subsequent to the Effective Time shall be paid to such holder with respect to the Watermill Acquisition Common Stock, if any, represented by such certificate, but, upon surrender and exchange thereof as herein provided, there shall be paid by the surviving corporation to the record holder of such certificate for Watermill Acquisition Common Stock issued in exchange therefor an amount with respect to such shares of Watermill Acquisition Common Stock equal to all dividends that shall have been paid or become payable to holders of record of Watermill Acquisition Common Stock between the effective date of merger and the date of such exchange.

4. Each option to purchase shares of common stock of Watermill Express which was granted under Watermill Express' Stock Option Plan (the "Plan") and is outstanding immediately prior to the Effective Time of the Merger shall, at the Effective Time, by virtue of the Merger and without any action on the part of the holder or holders thereof, be automatically converted into and exchanged for an option to purchase one (1) share (rounded to the nearest whole share) of Watermill Acquisition Common Stock for each share of Watermill Express Common

Stock subject to such option (and such Plan shall continue in effect as a Plan of the surviving corporation and shall be deemed to be amended so as to permit such conversion).

5. At the Effective Time, all of the shares of Watermill Acquisition issued and outstanding to Watermill Express shall automatically be cancelled.

6. The Merger is intended to be, and shall be treated as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code.

SIXTH: The merger provided for by this Agreement shall be effective as follows:

The Effective Time of the Merger shall be 11:59 P.M. Delaware time on the date on which the Certificate and Articles of Merger (as described in subparagraphs 2 and 3 of this Article Sixth) shall be delivered to and filed by, respectively, the Secretaries of State of the States of Delaware and Texas; provided, however, that all of the following actions shall have been taken in the following order:

1. This Agreement shall be approved and adopted on behalf of Watermill Acquisition in accordance with the Delaware General Corporation Law, and by Watermill Express in accordance with the Texas Business Corporation Act;

2. A Certificate of Ownership and Merger (with this Agreement attached thereto) with respect to the merger, setting forth the information required by the Delaware General Corporation Law, shall be executed by the President or Secretary of Watermill Express, and shall be filed in the office of the Secretary of State of the State of Delaware in accordance with the Delaware General Corporation Law; and

3. Articles of Merger (with this Agreement attached thereto) with respect to the merger, setting forth the information required by the Texas Business Corporation Act, shall be executed by the President or Secretary of Watermill Express, and shall be filed in the office of the Secretary of State of the State of Texas in accordance with the Texas Business Corporation Act.

SEVENTH: The following provisions shall apply with respect to the Merger provided for by this Agreement:

1. This Agreement may be executed in one or more counter-
parts, each of which shall be deemed to be an original instrument, but all of
which together shall constitute one agreement.

2. This Agreement and the legal relations among the parties
hereto shall be governed by and construed in accordance with the laws of
the State of Delaware, without regard to the principles of conflicts of law
thereof.


3. This Agreement cannot be altered or amended except pursu-
ant to an instrument in writing signed by both of the parties hereto.

4. At any time prior to the Effective Time, this Agreement may
be abandoned or terminated upon approval by the Boards of Directors of
either of the constituent corporations for any or no reason, notwithstanding
the approval of the shareholders of either constituent corporation.

* * * * *

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and
Plan of Merger to be signed in their respective corporate names by the undersigned offi-
cers, pursuant to authority duly given by their respective Boards of Directors, as of the
date first written above.

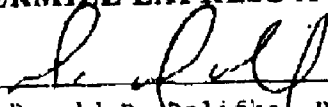
WATERMILL EXPRESS, INC.

By: 
Its: Donald P. Dolifka, President

ATTEST:


Secretary

WATERMILL EXPRESS ACQUISITION, INC.

By: 
Its: Donald P. Dolifka, President

ATTEST:


Secretary

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