

MM 1.19.00

02-09-2000

FORM PTO-1594

RECC



U.S. DEPARTMENT OF COMMERCE

1-31-92

TR

101262572

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or certified copy thereof.

1. Name of conveying Party(ies):

GDH MANAGEMENT, INC.

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

Effective Date: October 7, 1999

2. Name and Address of receiving Party(ies):

Name: GDH INTERNATIONAL, INC.

Internal Address: _____

Street Address: 611 Magic Mile, Suite 205

City: Arlington State: TX Zip: 76011

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Texas
- 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 registration number(s):

A. Trademark Application No.(s)

75/613,891 75/588,984
75/724,308 75/613,890

B. Trademark Registration No.(s)

Additional sheet attached? Yes No

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

Jacobson, Price, Holman & Stern

400 7th Street, N.W.
Washington, DC 20004
Tel. 202-638-6666

Attorney Docket No. 11681/T30485US0; T30427US0;
T30428US0; T30429US0

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41)..... \$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No.: 06-1358
(Attach duplicate copy of this page if paying by deposit account)

02/07/2000 DATES 00000178 75613891

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

9. Statement and Signature 40.00 OP
75.00 OP

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.

Simor L. Moskowitz
Name of Person Signing

Signature

January 19, 2000
Date

Total number of pages comprising cover sheet: 4



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

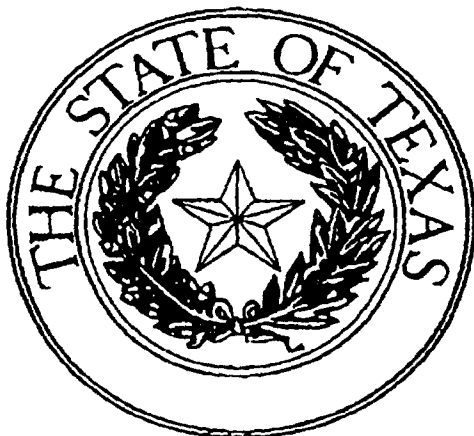
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

GDH MANAGEMENT, INC.
A Nevada no permit entity
with
GDH INTERNATIONAL, INC.
A Texas corporation

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed October 7, 1999

Effective October 7, 1999



Elton Bomer

ARTICLES OF MERGER

FILED
In the Office of the
Secretary of State of Texas
OCT 07 1999
Corporations Section

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, GDH International, Inc., ("Parent Corporation"), has adopted the following Articles of Merger for the purpose of merging GDH Management, Inc., ("Subsidiary Corporation") INTO THE PARENT CORPORATION.

1. Parent Corporation is organized under the laws of the State of Texas. Subsidiary Corporation is organized under the laws of the State of Nevada. The laws of the State of Texas, under which Parent Corporation is organized permit the merger specified in these Articles.

2. The number of outstanding shares of each class of the Subsidiary Corporation and the number of such shares of each class owned by the Parent Corporation are as follows:

Number of Shares	Designation of Class	Number of Shares Owned By Outstanding Parent
<u>2,000</u>	<u>Common Stock</u>	<u>2,000</u>
_____	_____	_____
_____	_____	_____

3. A copy of the merger resolution adopted by the Board of Directors of the Parent Corporation approving the merger of the Subsidiary Corporation into the Parent Corporation is attached to and incorporated by reference into these Articles as Exhibit A. The resolution was approved on September 17, 1999.

4. The Parent Corporation shall be governed by the laws of the State of Texas.

Dated: September 17, 1999

GDH INTERNATIONAL, INC.

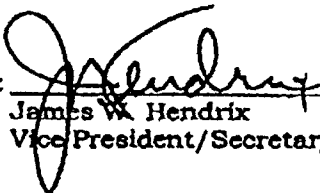
By: 
James W. Hendrix
Vice President/Secretary

EXHIBIT A

RESOLUTION OF MERGER BY DIRECTORS OF
GDH INTERNATIONAL, INC.

IT IS RESOLVED that:

1. GDH Management, Inc., a corporation duly organized and existing under the laws of the State of Nevada, be merged into this corporation pursuant to Article 5.16 of the Texas Business Corporation Act;

2. The officers of this corporation are authorized and directed to perform all acts and to execute and file all documents necessary to effectuate the merger pursuant to Article 5.16, of the Texas Business Corporation Act.

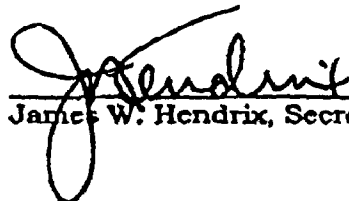
CERTIFICATE OF SECRETARY

I, James W. Hendrix, certify that:

1. I am the duly qualified and acting Secretary of GDH International, Inc., a duly organized and existing Texas corporation.

2. The above resolution is in conformity with the articles of incorporation and bylaws of the corporation, has never been modified or repealed, and is in full force and effect.

Dated: September 17, 1999.


James W. Hendrix, Secretary