

NUM 1/18/00

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

02-15-2000



101267248

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

**RECORDATION FORM COVER SHEET
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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/AKATA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)

- Individual General Partnership Limited Partnership Association
- 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.)

02/15/2000 TTON11 00000070 011793 75758361

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01 FC: A81 40.00 CH
02 FC: A82 25.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002021 FRAME: 0551

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)

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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)

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.

Lisa A. Smith

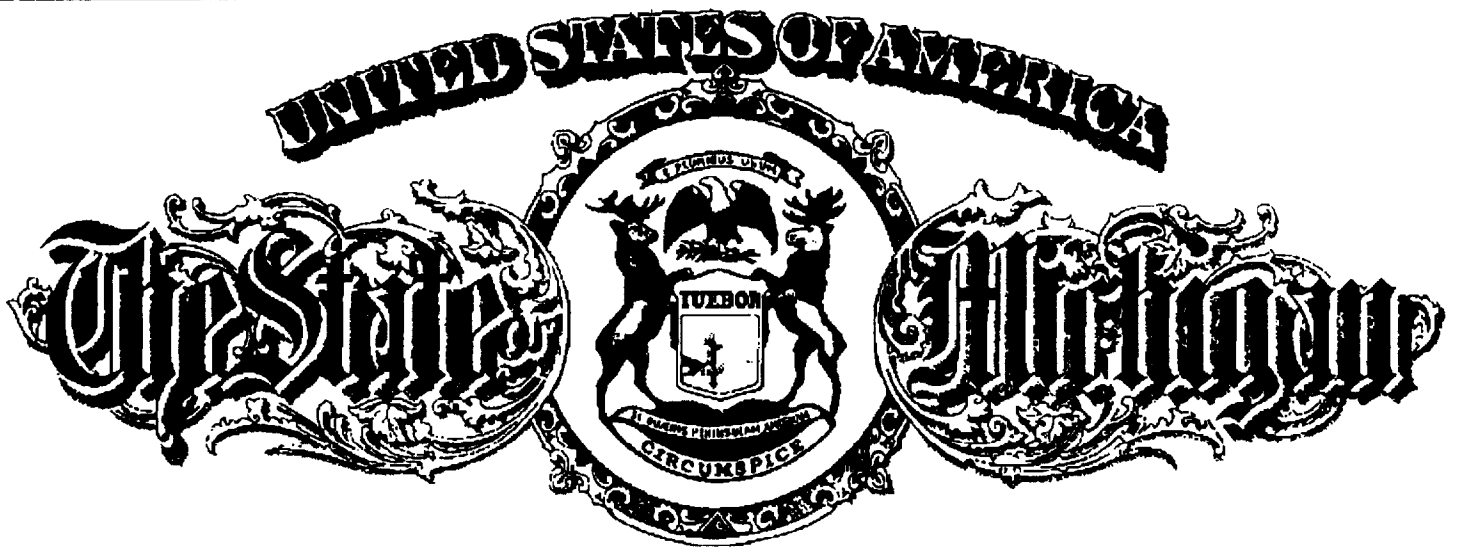
Lisa A. Smith

11/1/00

Name of Person Signing

Signature

Date Signed



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 7th day of September, 1999.

Julie Croll

, Director

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Corporation, Securities and Land Development Bureau

GOLD SEAL APPEARS ONLY ON ORIGINAL

TRADEMARK

REEL: 002021 FRAME: 0553

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the MERGER DOCUMENT

for

QUIXTAR INVESTMENTS, INC.

ID NUMBER: 22101A

received by facsimile transmission on September 2, 1999 is hereby endorsed

Filed on September 2, 1999 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 2nd day of September, 1999.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau



**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

CINDY CHAPMAN (MC: 78/2G)

Address

7575 EAST FULTON ROAD

City

State

Zip Code

ADA, MI 49355

EXPIRATION DATE:

& Document will be returned to the name and address you enter above
If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

**For use by Parent and Subsidiary Profit Corporations
(Please read information and instructions on the last page)**

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is
QUIXTAR INVESTMENTS, INC.

221-01A

QUIXTAR HOLDINGS, INC. (a Delaware corporation)

DEL #2998118

b. The name of the surviving corporation and its identification number is:
QUIXTAR INVESTMENTS, INC.

221-01A

c. For each subsidiary corporation, state:

Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation in each class
QUIXTAR HOLDINGS, INC. (Parent and disappearing Delaware corporation)	3,000 common	N/A
QUIXTAR INVESTMENTS, INC. (subsidiary and surviving Michigan corporation)	5,000 common	5,000

d. The manner and basis of converting the shares of each constituent corporation is as follows:

That at the effective time of the merger and without any action on the part of Quixtar Holdings, Inc., Quixtar Investments, Inc. or the holder of any shares of common stock of Quixtar Holdings, Inc., each share of common stock \$1.00 par value, of Quixtar Holdings, Inc. issued and outstanding immediately prior to the effective time of the merger, shall automatically be cancelled and extinguished, and no payment or other consideration shall be made in respect thereof; and each share of common stock, \$1.00 par value, of Quixtar Investments, Inc. issued and outstanding immediately prior to the effective time of the merger shall automatically be cancelled and reissued to Quixtar.com, Inc. ("Quixtar.com"), the sole stockholder of Quixtar Holdings, Inc. prior to the merger, and Quixtar.com shall thereupon become the sole stockholder of Quixtar Investments, Inc. and shall be entitled to receive a certificate evidencing such stock ownership. Quixtar.com shall surrender the certificates previously evidencing ownership of shares by Quixtar Holdings, Inc.

e. The amendments to the Articles or a Restatement of the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

The Articles of Incorporation of the surviving corporation will not be amended

f. Other provisions with respect to the merger are as follows:

None

2. The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

3. (Delete if not applicable) not applicable, deleted

~~The consent to the merger by the shareholders of the subsidiary corporation was obtained pursuant to its Articles of Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the merger by the vote of the holders of more than the percentage of the shares owned by the parent corporation.)~~

4. (Delete if not applicable) not applicable, deleted

~~The consent to the merger by the shareholders of the parent corporation was obtained. (Such consent is necessary if its Articles of Incorporation require shareholder approval of the merger, the plan of merger amends its Articles of Incorporation, or a subsidiary is to be the surviving corporation.)~~

5. (Complete only if an effective date is desired other than the date of filing)

The merger shall be effective on the _____ day of August, 19 99.

Signed this 9th day of August, 19 99

QUIXTAR HOLDINGS, INC.

(Name of parent corporation)

By *C. Meurlin*

(Signature of an authorized officer or agent)

CRAIG N. MEURLIN, VICE PRESIDENT

(Type or Print Name)

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
BEFORE PAYMENT OF CAPITAL
OF
QUIXTAR, INC.**

We, the undersigned, being all of the Directors of QUIXTAR, INC., a corporation organized and existing under and by virtue of the General Corporation Law of Delaware, DO HEREBY CERTIFY:

FIRST: That Article 1. of the Certificate of Incorporation be and it hereby is amended to read as follows:

1. The name of the corporation is: **Quixtar Holdings, Inc.**

SECOND: That the corporation has not received any payment for any of its stock.

THIRD: That the amendment was duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, we have signed this Certificate this 19th day of July, 1999.



Lawrence M. Call



Craig N. Meurlin