

02-25-2000

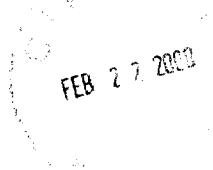


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TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE



Date: February 22, 2000

Docket No.: 3150-148T

RECORDING OF CHANGE OF NAME

Honorable Commissioner of Patents
and Trademarks

Box Assignments
Washington, D.C. 20231

Sir:

Please record the attached original documents or copy thereof.

1. Name of Conveying Party(ies):

NORTH AMERICAN COMMERCIAL LEASING INC.
P.O. Box 815942
Dallas, TX 753815942

<input type="checkbox"/>	Individuals	<input type="checkbox"/>	Association
<input type="checkbox"/>	General Partnership	<input type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Corporation-State Texas		
<input type="checkbox"/>	Other foreign corporation		

2. Name and address of receiving party(ies):

STARKEY LABORATORIES, INC.
6700 Washington Avenue, S.
Eden Prairie, MN 55344

<input type="checkbox"/>	Individual(s) citizenship	_____
<input type="checkbox"/>	Association	_____
<input type="checkbox"/>	General Partnership	_____
<input type="checkbox"/>	Limited Partnership	_____
<input checked="" type="checkbox"/>	Corporation-State	Minnesota
<input type="checkbox"/>	Other foreign corporation	_____

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3. Nature of Conveyance:

<input type="checkbox"/>	Assignment	<input type="checkbox"/>	Security Agreement
<input checked="" type="checkbox"/>	Merger	<input type="checkbox"/>	Change of Name
<input type="checkbox"/>	Other		

Execution Date: **September 25, 1995**

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

A. Trademark Application No(s):

B. Trademark Registration No(s):

NORTH AMERICAN COMMERCIAL LEASING Reg. No. 1,823,988
February 22, 1994

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

Birch, Stewart, Kolasch & Birch, LLP
P.O. Box 747
Falls Church, VA 22040-0747
(703)205-8000

6. Total number of applications and registrations involved: 1

7. The recording fee in the amount of \$40.00 is enclosed.

8. Please charge Deposit Account No. 02-2448 in the amount of \$_____. A duplicate copy of this request is enclosed.

9. The Commissioner is hereby authorized to charge any fees under 37 C.F.R. 2.6 which may be required, or credit any overpayment to Deposit Account No. 02-2448.

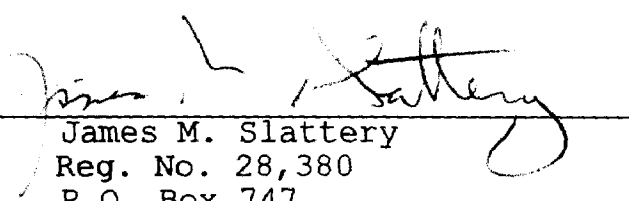
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,

BIRCH, STEWART, KOLASCH & BIRCH, LLP

Date: February 22, 2000

By



James M. Slattery

Reg. No. 28,380

P.O. Box 747

Falls Church, VA 22040-0747

(703)205-8000

TOTAL NUMBER OF PAGES INCLUDING COVER SHEET,
ATTACHMENTS, AND DOCUMENT: 5

ARTICLES OF MERGER

OF

**NORTH AMERICAN COMMERCIAL LEASING, INC.
(a Texas Corporation)**

INTO

**STARKEY LABORATORIES, INC.
(a Minnesota Corporation)**

Pursuant to Section 302A.621 of Chapter 302A of the Minnesota Business Corporations Act and Article 5 of the Texas Business Corporations Act, the undersigned corporations, **STARKEY LABORATORIES, INC.**, a corporation of the State of Minnesota (the "Parent Corporation"), and **NORTH AMERICAN COMMERCIAL LEASING, INC.**, a corporation of the State of Texas, a wholly-owned subsidiary of the Parent Corporation (the "Merging Corporation" and, together with the Parent Corporation, the "Constituent Corporations"), hereby adopt the following Articles of Merger.

FIRST: The names of the corporations participating in the merger and the States under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Starkey Laboratories, Inc.	Minnesota
North American Commercial Leasing, Inc.	Texas

SECOND: The name of the surviving corporation shall be Starkey Laboratories, Inc.

THIRD: The sole shareholder of record of North American Commercial Leasing, Inc., the subsidiary corporation, waived delivery of the Agreement and Plan of Merger. Pursuant to and in accordance with such waiver, no mailing was made to the sole shareholder of the subsidiary corporation.

FOURTH: The number of outstanding shares of capital stock of North American Commercial Leasing, Inc. is 1,000 shares, and the number of such shares owned by Starkey Laboratories, Inc. is 1,000 shares.


FIFTH: These Articles of Merger and the plan of merger as set forth in the Agreement and Plan of Merger, attached hereto as Exhibit A, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations as of the 1st day of August, 1995 in accordance with the requirements of Section 302A.621 of Chapter 302A of the Minnesota Business Corporations Act and Article 5 of the Texas Business Corporations Act.

SIXTH: The Corporate Resolution of the Parent Corporation adopting these Articles of Merger and the Agreement and Plan of Merger (together referred to as the "Merger Agreement") was adopted on the 1st day of August, 1995 and is attached hereto as Exhibit B.

SEVENTH: The registered office of the Parent Corporation as required by Article 5.16 of the Texas Business Corporation Act is as follows: The Curtin Law Office, P.A., Suite 960, 8500 Normandale Lake Boulevard, Minneapolis, Minnesota 55437.

IN WITNESS WHEREOF, the undersigned of Parent Corporation has caused these Articles of Merger to be executed by its Vice President as of this 25th day of September, 1995.

STARKEY LABORATORIES, INC.

By: 
Dale Thorstad
Its: Vice President