

MND 2/8/00

02-25-2000

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

FORM PTO-1618A
Expires 06/30/99
OMB0651-0027



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

Submission Type **OPR/FINANCE**

New

Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

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 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.)

FOR OFFICE USE ONLY

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. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

02/25/2000 DNGUYEN 00000003 75843280

01 FC:481
02 FC:482
DURI 251029_1

40.00 OP
50.00 OP

TRADEMARK
REEL: 002025 FRAME: 0898

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="75/843,280"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,308,063"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/843,284"/>	<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 (any deficiency)
 (Enter for payment by deposit account or if additional fees can be charged to the account.)

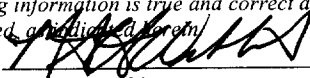
Deposit Account Number: #

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.

Mark H. Webbink
Name of Person Signing


Signature

2/2/00
Date Signed

Office of the Secretary of State

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:

"CONVENIENCE USA LLC", A NORTH CAROLINA LIMITED LIABILITY COMPANY,

WITH AND INTO "CONVENIENCE USA, INC." UNDER THE NAME OF "CONVENIENCE USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JANUARY, A.D. 2000, AT 8:30 O'CLOCK A.M.

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



Edward J. Freel, Secretary of State

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001024727

AUTHENTICATION: 0203145

DATE: 01-18-00

TRADEMARK REEL: 002025 FRAME: 0900

**CERTIFICATE OF MERGER
OF
CONVENIENCE USA LLC
INTO
CONVENIENCE USA, INC.**

Pursuant to the Delaware General Corporation Law and the General Statutes of North Carolina, CONVENIENCE USA, INC., a corporation organized under the laws of the State of Delaware, (the "Surviving Corporation") hereby submits these Articles of Merger for the purpose of merging CONVENIENCE USA LLC, a limited liability company organized under the laws of the State of North Carolina, (the "Merging Entity") into the Surviving Corporation:

I.

The Agreement and Plan of Merger was duly approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the Delaware Corporate Law Annotated.

II.

The name of the Surviving Corporation is Convenience USA, Inc., a corporation organized under the Laws of the State of Delaware.

III.

There are no changes or amendments to the Certificate of Incorporation of Convenience USA, Inc. as a result of the merger. The Certificate of Incorporation of Convenience USA, Inc. shall be the Certificate of Incorporation of the Surviving Corporation.

IV.

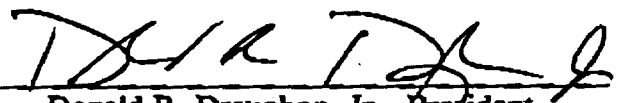
A copy of the executed Plan and Agreement of Merger is on file at the office of Convenience USA, Inc. at 400 West Main Street, Suite 300, Durham, North Carolina 27701. Upon request, a copy of the Plan and Agreement of Merger will be provided to any stockholder or member of the constituent entities at no cost.

V.

The merger will become effective January 18, 2000 at 9:00 a.m., eastern standard time.

This the 14th day of January, 2000.

CONVENIENCE USA, INC.

By: 
Donald R. Draughon, Jr., President