

03-06-2000

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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attached original documents or copy thereof.

OPR/FINANCE
2100

To the Honorable Commissioner of

1. Name of conveying party(ies):

FMCI Corporation
3300 Gateway Drive
Pompano Beach, Florida 33069

OPR/FINANCE

2. Name and address of receiving party(ies)

Name: First Marketing Company

Internal Address: 1725 Roe Crest Drive

Street Address: P.O. Box 3728

City: North Mankato State: MN ZIP: 56002-3728

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Minnesota
- 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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: September 7, 1999

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,226,251	1,314,570	1,403,093	2,126,646
1,309,990	1,356,543	1,476,808	2,218,031
1,312,292	1,372,447	2,017,699	
1,312,294	1,396,759	2,102,639	

Additional numbers attached? Yes No

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

Name: Thomas S. Berg, Paralegal

Internal Address: Gray, Plant, Mooty, Mooty & Bennett, P. A.

3400 City Center

Street Address: 33 South Sixth Street

City: Minneapolis State: MN ZIP: 55402

6. Total number of applications and registrations involved:

14

7. Total fee (37 CFR 3.41):..... \$ 365.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

03/03/2000 DCORTES 00000150 1226251

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

(40.00 OP/
325.00 OP/

9. 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.

Thomas S. Berg, Paralegal

Name of Person Signing

[Signature]
Signature

Jan 25 2 000
Date

Total number of pages and Trademark sheet:

Six

10T-825

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

DE: FMCI CORPORATION

MN: FIRST MARKETING COMPANY

State of Formation and Name of Surviving Entity:

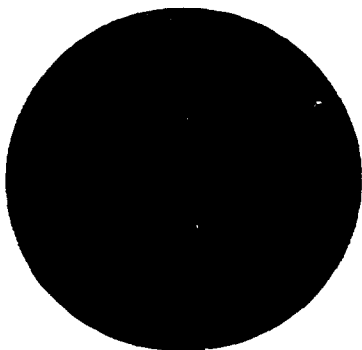
MN: FIRST MARKETING COMPANY

Effective Date of Merger: September 7, 1999

Name of Surviving Entity After Effective Date of Merger:

FIRST MARKETING COMPANY

This certificate has been issued on: September 7, 1999.



Mary Kiffmeyer
Secretary of State.

10T-825

**ARTICLES OF MERGER
MERGING
FMCI CORPORATION
INTO
FIRST MARKETING COMPANY**

Pursuant to the provisions of Minnesota Statutes, Section 302A.651, the undersigned officers of First Marketing Company, a Minnesota corporation (the "Surviving Corporation"), and FMCI Corporation, a Delaware corporation (the "Merged Corporation"), hereby certify that:

(a) attached hereto as Exhibit A is a true and correct copy of the Plan and Agreement of Merger (the "Plan of Merger") merging the Merged Corporation into the Surviving Corporation;

(b) the Plan of Merger has been approved by a vote of the shareholder of the Merged Corporation pursuant to Section 302A.613, Subd. 2 of the Minnesota Business Corporation Act by unanimous writing in lieu of a meeting of the shareholder; and

(c) the Plan of Merger is permitted by the laws of Delaware and has been approved by the shareholders of the Surviving Corporation in accordance with the provisions of the laws of Delaware.

(d) these Articles of Merger and the Plan of Merger attached hereto shall be effective as of August 20, 1999, or date of filing, if applicable.

FMCI Corporation
(Merged Corporation)

By Albert Falleinstein
Albert Falleinstein
Its Executive Vice President

First Marketing Company
(Surviving Corporation)

By Bradley J. Schreier
Bradley J. Schreier, Its President

693681

PLAN AND AGREEMENT OF MERGER
MERGING
FMCI CORPORATION
(a Delaware corporation)
INTO
FIRST MARKETING COMPANY
(a Minnesota corporation)

This Plan of Merger, dated as of August 20, 1999, is made and entered into by and between First Marketing Company, a Minnesota corporation (the "Surviving Corporation"), and FMCI Corporation, a Delaware corporation (the "Merged Corporation").

WITNESSETH:

WHEREAS, the Board of Directors and shareholders of each of said corporations deem it advisable for their corporation to enter into this Plan of Merger pursuant to Sections 302A.601 et. seq. of the Minnesota Business Corporation Act and Section 252 of the General Corporation Law of the State of Delaware.

NOW, THEREFORE, it is hereby agreed by and between the parties that effective as of August 20, 1999, or date of filing, if applicable, (the "Effective Date") the Merged Corporation shall be merged into the Surviving Corporation according to the following terms and conditions:

1. Effective as of the Effective Date, the Merged Corporation is hereby merged into the Surviving Corporation, and the name of the continuing corporation shall be First Marketing Company. ✓

2. Upon the Effective Date, each share of the issued and outstanding stock of the Merged Corporation shall be canceled. All shares of stock of the Surviving Corporation which are outstanding immediately prior to the Effective Date shall remain outstanding immediately after the Effective Date as an identical share of the Surviving Corporation.

3. Upon the Effective Date, the merger shall have the effects set forth in Section 259 of the General Corporation Law of the State of Delaware and Section 302A.641 of the Minnesota Business Corporations Act.

4. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue and remain in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation immediately after the merger.

5. The officers and Directors of the Surviving Corporation immediately prior to the Effective Date shall continue to be the officers and Directors of the Surviving Corporation immediately after the merger, and until the next election of the Board of Directors and officers of the Surviving Corporation, as required by the Surviving Corporation's Articles of Incorporation and Bylaws.

6. This Plan and Agreement of Merger may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all such counterparts shall constitute one and the same Plan and Agreement of Merger.

7. This Agreement shall be governed by the laws of the State of Minnesota excluding the conflicts of law provisions thereof.

IN WITNESS WHEREOF, each of the parties hereto have executed this Plan and Agreement of Merger the day and year first above mentioned.

FMCI CORPORATION
a Delaware corporation

By Albert Fallenstein
Albert Fallenstein,
Its Executive Vice President

FIRST MARKETING COMPANY
a Minnesota corporation

By Bradley J. Schreier
Bradley J. Schreier, its President

This Agreement has been approved and adopted by a majority of the outstanding voting stock of the Merged Corporation entitled to vote thereon.

Albert Fallenstein
Albert Fallenstein, Secretary
of Merged Corporation

STATE OF MINNESOTA)
 Nicollet) SS.
COUNTY OF ~~BLUE EARTH~~)

The foregoing was acknowledged before me this 20th day of August, 1999, by Albert Fallenstein, the Executive Vice President and Secretary of FMCI Corporation, a corporation under the laws of the Delaware, on behalf of the corporation.



Lisa Inman
Notary Public

STATE OF MINNESOTA)
 Nicollet) SS.
COUNTY OF ~~BLUE EARTH~~)

The foregoing was acknowledged before me this 20th day of August, 1999, by Bradley J. Schreier, the President of First Marketing Company, a corporation under the laws of the Minnesota, on behalf of the corporation.



Lisa Inman
Notary Public

STATE OF MINNESOTA
FILED .

SEP 07 1999

Henry Hoffmeyer
Secretary of State