

MLT
2/8/00

RE
TI

03-07-2000



Docket No.:

TPP 72051

Tab settings

101283832

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

1. Name of conveying party(ies):

The Williamsburg Companies, Inc.



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

Additional names(s) of conveying party(ies) Yes No

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

Name: Sheidow Bronze Corporation

Internal Address: _____

Street Address: 125 Sisler Street, P.O. Box 547

City: Kingwood State: WV ZIP: 26537

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State West Virginia
- Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: October 5, 1999

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

A. Trademark Application No. (s)

N/A

B. Trademark Registration No. (s)

See Schedule

A

Additional numbers Yes No

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

Name: Anthony P. Venturino, Esq.

Internal Address: Stevens, Davis, Miller & Mosher, L.L.P

03/06/2000 JSHDZZ 00000251 1155274

01 FC:481
02 FC:482

40.00 OP
50.00 OP

Street Address: 1615 L Street, N.W., Suite 850

City: Washington State: DC ZIP: 20036

6. Total number of applications and registrations involved:.....

3

7. Total fee (37 CFR 3.41):.....\$ \$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

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.

Anthony P. Venturino, Esq.
Name of Person Signing

Anthony P. Venturino
Signature

2/8/00
Date

Total number of pages including cover sheet, attachments, and

2

FILED

DEC 23 1999
IN THE OFFICE OF
SECRETARY OF STATE
WEST VIRGINIA

ARTICLES OF MERGER
OF
THE WILLIAMSBURG COMPANIES, INC.
INTO
SHEIDOW BRONZE CORPORATION

Pursuant to the provisions of Section 31-1-36 of the West Virginia Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging The Williamsburg Companies, Inc., a West Virginia corporation, into Sheidow Bronze Corporation, a West Virginia corporation.

1. The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
The Williamsburg Companies, Inc.	West Virginia
Sheidow Bronze Corporation	West Virginia

2. The name of the surviving corporation is Sheidow Bronze Corporation and it is to be governed by the laws of the State of West Virginia.

3. The following Plan of Merger, attached hereto as Exhibit A, was approved by the shareholders of each undersigned corporation in the manner prescribed by the West Virginia Corporation Act.

4. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on the Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
The Williamsburg Companies, Inc.	241	Common	241
Sheidow Bronze Corporation	5,000	Common	5,000

As to each of the undersigned corporations, the total number of shares voted for and against such Plan of Merger, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against the Plan of Merger, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Class	Entitled to Vote as a Class	Voted For
The Williamsburg Companies, Inc.	241	0	Common	241	0
Sheidow Bronze Corporation	5,000	0	Common	5,000	0

Dated: October 5, 1999

THE WILLIAMSBURG COMPANIES, INC.

By: [Signature]
Vice President

By: Cristen L. Cline
Secretary

SHEIDOW BRONZE CORPORATION

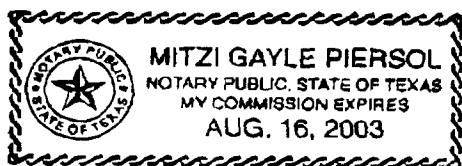
By: [Signature]
Vice President

By: Cristen L. Cline
Secretary

State of Texas §
County of Harris §

Taken, subscribed and sworn to before the undersigned authority in the County and State aforesaid by David F. Beck, as Vice President of The Williamsburg Companies, Inc., on behalf of The Williamsburg Companies, Inc., this 5th day of October, 1999.

My commission expires August 16, 2003.

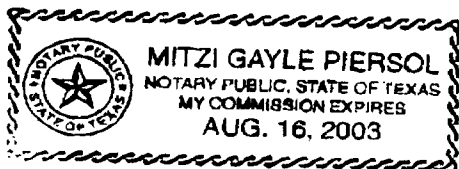


Mitzi Gayle Piersol
NOTARY PUBLIC

State of Texas §
County of Harris §

Taken, subscribed and sworn to before the undersigned authority in the County and State aforesaid by Cristen L. Cline, as Secretary of The Williamsburg Companies, Inc., on behalf of The Williamsburg Companies, Inc., this 5th day of October, 1999.

My commission expires August 16, 2003.



Mitzi Gayle Piersol
NOTARY PUBLIC

H1995A:355276-1
015077:00000

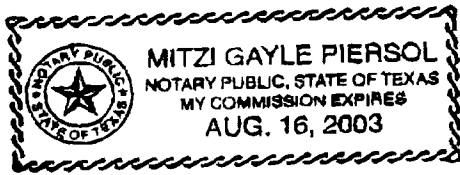
BOOK 18 PAGE S54

State of Texas §

County of Harris §

Taken, subscribed and sworn to before the undersigned authority in the County and State aforesaid by David F. Beck, as Vice President of Sheidow Bronze Corporation, on behalf of Sheidow Bronze Corporation, this 5th day of October, 1999.

My commission expires August 16, 2003.



Mitzi Gayle Piersol
NOTARY PUBLIC

State of Texas §

County of Harris §

Taken, subscribed and sworn to before the undersigned authority in the County and State aforesaid by Cristen L. Cline, as Secretary of Sheidow Bronze Corporation, on behalf of Sheidow Bronze Corporation, this 5th day of October, 1999.

My commission expires August 16, 2003.



Mitzi Gayle Piersol
NOTARY PUBLIC

BOOK 18 PAGE 856

PLAN OF MERGER

1. Scope of Plan. This Plan of Merger ("Plan") provides for the merger of THE WILLIAMSBURG COMPANIES, INC., a West Virginia corporation ("Williamsburg"), with and into SHEIDOW BRONZE CORPORATION, a West Virginia corporation ("Sheidow"), pursuant to W.Va. Code §§ 31-1-34 and -38. The merger of Williamsburg with and into Sheidow shall be accomplished in the manner stated in this Plan.

2. Adoption of Plan. The Plan shall be adopted and become effective upon the recommendation and adoption of the Plan by the Boards of Directors of Sheidow and Williamsburg and the approval of the shareholders of each corporation.

3. The Merger. Williamsburg shall be merged with and into Sheidow as provided herein (the "Merger"). The Merger shall be effective as of the date of filing of Articles of Merger with the West Virginia Secretary of State ("Effective Date"). Thereupon, the corporate existence of Sheidow, with all the purposes, powers and objects of Williamsburg, shall continue unaffected and unimpaired by the Merger, and the corporate identities and existences of Williamsburg, with all the purposes, powers and objects of Williamsburg, shall be merged with and into Sheidow, and Sheidow, as the corporation surviving the Merger (sometimes herein referred to as the "Surviving Corporation"), shall be fully vested therewith. The separate existence and corporate organization of Williamsburg shall cease as of the Effective Date.

4. Articles of Incorporation. No changes shall be made in the Articles of Incorporation of Sheidow. As of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be in the form of the existing Articles of Incorporation of Sheidow, and, as amended from time to time as provided by law separate and apart from this Agreement, shall be, and may be separately certified as, the Articles of Incorporation of the Surviving Corporation.

5. Bylaws. As of the Effective Date, the Bylaws of the Surviving Corporation shall be in the form of the existing Bylaws of Sheidow. From and after the Effective Date, the same may be altered, amended or repealed in accordance with law, the Articles of Incorporation of the Surviving Corporation, or said Bylaws.

6. Directors and Officers. As of the Effective Date, the members of the Board of Directors and officers of the Surviving Corporation shall be the same as those of Williamsburg immediately prior to the Effective Date.

7. Conversion of Shares. As of the Effective Date, the issued and outstanding shares of the capital stock of Williamsburg shall be exchanged for, and the holders thereof shall be entitled to receive, one share of common stock of the Surviving Corporation, par value \$1.00 per share, without further action on the part of the owners thereof of the Surviving Corporation and shall be deemed to be all of the issued and outstanding shares of capital stock of the Surviving

Corporation, fully paid and nonassessable immediately after the Merger. All shares of Williamsburg Common Stock issued and outstanding prior to the Merger shall be canceled.

8. Effect of the Merger. At and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and purposes of each of Williamsburg and Sheidow; all the property, real and personal, including ~~subscriptions to shares~~, causes of actions and every other asset of Williamsburg and Sheidow shall vest in Sheidow as the Surviving Corporation without further action or deed; and Sheidow as the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of Williamsburg and Sheidow. No demand for any cause existing against Williamsburg or Sheidow, or any shareholder, officer or director thereof, shall be released or impaired by the Merger, and no action or proceeding, whether civil or criminal, then pending by or against Williamsburg or Sheidow, or any shareholder, officer or director thereof, shall abate or be discontinued by the Merger, but may be enforced, prosecuted, settled or comprised as if the Merger had not occurred, or the Surviving Corporation may be substituted in any such action or special proceeding in place of Williamsburg or Sheidow.

9. Further Assurances. If, at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any further deeds, assignments or assurances in law or in any other things are necessary, desirable or proper to best, perfect or confirm, or record or otherwise, in the Surviving Corporation, the title to any property rights of Williamsburg or Sheidow acquired or to be acquired by reason of, or as the result of, the Merger, Williamsburg and Sheidow and their proper officers and directors shall and will execute and deliver all such proper deeds, assignments, and assurances in law and do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purpose of this Plan, and the proper officers and directors of Williamsburg and Sheidow and the proper officers and directors of the Surviving Corporation are fully authorized in the name of Williamsburg and Sheidow, the Surviving Corporation or otherwise to take any and all such action.

10. Authorization. The officers of Williamsburg and Sheidow are authorized to take any and all actions, including the execution of any document, which may be necessary or appropriate to carry out the Plan.

STATE OF WEST VIRGINIA, County of Preston, to-wit:

I, NANCY RECKART, Clerk of the County Commission of said county, do hereby certify that the foregoing writing was this day produced to me in my said office, and was duly admitted to record therein.

Given under my hand this 7th day of January, 2000, at 3:34 P M.

NANCY RECKART, Clerk
By [Signature] Deputy

SCHEDULE A

B. Trademark Registration No.(s):

- | | | | |
|----|-----------|---------------------------|-----------|
| 1) | 1,155,274 | "CREMEMBRANCE BRONZE" | TPP 72051 |
| 2) | 908,762 | "MAJESTIC LINE MEMORIALS" | TPP 72057 |
| 3) | 908,761 | "ROYAL LINE MEMORIALS" | TPP 72058 |