

03-23-2000

ER SHEET
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-1594
Rev. 6-93



101296605



02-14-2000

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

U.S. Patent & TMO/TM Mail Rcpt Dt. #64

Party(ies):

Signs Now Corporation
Signs Now II Corporation

2. Name and address of receiving party(ies)

Name: Signs Now Corporation

Internal Address: _____

Street Address: 4900 Manatee Avenue West

City: Bradenton State: FL ZIP: 34209

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Florida

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

- Individual(s)
- General Partnership
- Corporation-State Alabama
- Other _____

- Association
- Limited Partnership

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

3. Nature of conveyance:

2/14/00

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

Execution Date: December 27, 1996

4. Application number(s) or Registration number(s)

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SIGNS NOW!, Reg. No. 1,632,526

Additional numbers attached? Yes No

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

Name: Mark I. Feldman

Internal Address: _____

Piper Marbury Rudnick & Wolfe

Street Address: 203 North LaSalle Street

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: _____



7. Total fee (37 CFR 3.41).....\$ 165.00

Enclosed

Any additional fees are authorized to be charged to deposit account

8. Deposit account number:

18-2284

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

03/22/2000 DCORATES 00000254 1632526

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
125.00 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.

Mark I. Feldman

Name of Person Signing

Mark I. Feldman

Signature

2-10-2000

Date

Total number of pages including cover sheet, attachments, and documents: _____

TRADEMARK

REEL: 002038 FRAME: 0043

SCHEDULE A

<u>Mark</u>	<u>Reg. No.</u>
SIGNS NOW & Design	1,622,804
Miscellaneous Design	1,996,871
SIGNS NOW	2,121,506
THE ORIGINAL ONE DAY	
HI-TECH SIGN CO.	2,245,444
SHOW ME THE COLOR	2,278,493

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on December 30, 1996 effective December 31, 1996, for SIGNS NOW II CORPORATION which changed its name to SIGNS NOW CORPORATION, the surviving Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H96000018119. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is P96000104011.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Thirtieth day of December, 1996

Authentication Code: 996A00057662-123096-P96000104011-1/1



CR2EO22 (1-95)

Sandra B. Northam
Secretary of State

TRADEMARK

REEL: 002038 FRAME: 0045

H96000018119

**ARTICLES OF MERGER BETWEEN SIGNS NOW CORPORATION
AND SIGNS NOW II CORPORATION**

Pursuant to Sections 10-2B-11.05 and 10-2B-11.07 of the Alabama Business Corporation Act and Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, Signs Now Corporation ("SNC") and Signs Now II Corporation ("Survivor") adopt the following Articles of Merger for the purpose of merging SNC into the Survivor, the latter of which is to survive the merger and amending the Survivor's Articles of Incorporation to change its name to Signs Now Corporation.

ARTICLE I

The Plan of Merger is attached as Exhibit "A."

ARTICLE II

The Article I of the Articles of Incorporation of Signs Now II Corporation is amended in its entirety to read as follows:

I. Name

The name of the corporation is Signs Now Corporation."

ARTICLE III

Effective date of the merger shall be December 31, 1996.

ARTICLE IV

SNC adopted the Plan of Merger as of December 30, 1996 by unanimous written consent of the shareholders and unanimous written consent of the Board of Directors pursuant to Section 10-2B-11.03 of the Alabama Business Corporation Act. The Survivor adopted the Plan of Merger as of December 30, 1996 by unanimous written consent of the shareholder and the unanimous written consent of the Board of Directors pursuant to Section 607.1103 of the Florida Business Corporation Act. The number of shares of capital stock of each of the corporations outstanding at the time of such adoptions was 2,000,000 shares of common stock and no shares of preferred stock, all shares of said common stock being entitled to vote thereon. The number of shares of common stock voted by the shareholders of each corporation for said Plan of Merger was 2,000,000 and the number voted against was 0, constituting a sufficient number of votes of both corporations to approve the merger.

Prepared by: Andrew L. McIntosh
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(813) 229-2111

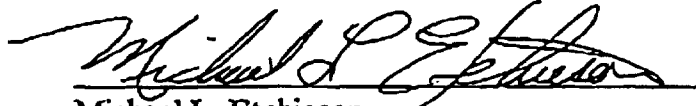
ALM40932 12/27/96 Florida

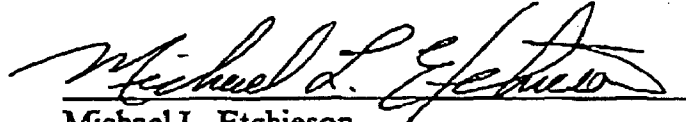
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TRADEMARK
REEL: 002038 FRAME: 0046

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IN WITNESS WHEREOF, the undersigned have executed this document as of this 30th day of December, 1996.


 Michael L. Etchieson
 as President of Signs Now Corporation


 Michael L. Etchieson
 as President of Signs Now II Corporation


STATE OF FLORIDA)
) SS.
 COUNTY OF Mannatee)

The foregoing instrument was acknowledged before me this 27 day of December, 1996, by Michael L. Etchieson, as President of Signs Now Corporation, an Alabama corporation, on behalf of said corporation. He is personally known to me or has produced as identification.



"OFFICIAL SEAL"
 Catherine E. Polich
 My Commission Expires 3/10/97
 Commission #CC 263934

(Notarial Seal)


 NOTARY PUBLIC
 Print Name: Catherine E. Polich
 State of Florida at Large
 Commission No.: CC 263934
 My Commission Expires:

3-10-97

E96000018119

STATE OF FLORIDA)
) SS.
COUNTY OF Manatee)

The foregoing instrument was acknowledged before me this 27 day of December, 1996, by Michael L. Etchieson, as President of Signs Now II Corporation, a Florida corporation, on behalf of said corporation. He is personally known to me or has produced _____ as identification.



"OFFICIAL SEAL"
Catherine E. Pollich
My Commission Expires 3/10/97
Commission #CC 263934

(Notarial Seal)

Catherine E. Pollich
NOTARY PUBLIC
Print Name: Catherine E. Pollich
State of Florida at Large
Commission No.: CC 263934
My Commission Expires:
3-10-97

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EXHIBIT A**PLAN OF MERGER**

Signs Now Corporation, an Alabama corporation ("SNC"), and Signs Now II Corporation, a Florida corporation (the "Survivor"), hereby adopt the following plan of merger pursuant to Section 10-2B-11.01 of the Alabama Business Corporation Act and Section 607.1101 of the Florida Business Corporation Act.

a) The names of each corporation planning to merge are:

- (i) Signs Now Corporation
- (ii) Signs Now II Corporation

b) The name of the surviving corporation is:

Signs Now II Corporation

c) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of SNC shall cease and the Survivor shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed of SNC without the necessity for any separate transfer. The Survivor shall thereafter be responsible and liable for all obligations of SNC, and neither the rights of the creditors nor any liens on the property of SNC shall be impaired by the merger.

d) The Articles of Incorporation of SNC are filed in the County of Mobile in the State of Alabama.

e) The manner and basis of converting the shares of each corporation shall be as follows:

On the effective date of the merger:

(i) Each share of the Survivor's stock that is outstanding immediately prior to the effectiveness of the merger shall be unchanged upon the effectiveness of the merger, and

(ii) Each share of SNC's stock that is outstanding immediately prior to the effectiveness of the merger shall be surrendered and cancelled upon the effectiveness of the merger.

f) The assets of SNC shall be reported in the accounts of the Survivor at their book value as of the effective date of the merger. The aggregate stated capital, capital

surplus, and earned surplus of SNC and the Survivor shall be, respectively, the stated capital, capital surplus, and earned surplus of the survivor.

g) Pursuant to Section 607.1101(3)(a) of the Florida Business Corporation Act on the effective date of the merger the Articles of Incorporation of the survivor are amended as follows:

(i) Article I of the Articles of Incorporation of Signs Now II Corporation is hereby amended to read as follows:

"I. Name

The name of the corporation is Signs
Now Corporation."

h) Effective date of the merger shall be December 31, 1996.