

06-08-2000



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FORM PTO-1585 (Rev. 6-93)

FEB 22 PM 12:09

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0011 (Exp. 4/94)

OPR/FINANCE

TRADEMARKS ONLY

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

1. Name of conveying party(ies):
PreferredOne Management Corporation

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date(s): **January 1, 2000**

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

Name: **PreferredOne Administrative Services, Inc.**

Internal Address:

Street Address: **6105 Golden Hills Drive**

City: **Golden Valley** State: **MN** ZIP: **55416**

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) of conveying party(ies) attached? Yes No

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

A. Trademark Application No(s).

B. Trademark No(s)

2,148,366	1,910,382
2,005,758	1,998,660
2,014,736	

Additional numbers attached? Yes No

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

Name: **Erika S. Koster**
Internal Address: **3400 Plaza VII Building**
Street Address: **45 South Seventh Street**
City: **Minneapolis** State: **MN** ZIP: **55402**
Our File No. **119234/200**

6. Total number of applications and registrations involved: **5**

7. Total Fee (37 CFR 3.41) \$140.00

Enclosed
 Authorized to be charged to deposit account
 Authorized to charge any underpayment or credit any overpayment to deposit account.

8. Deposit account number:
15-0627

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

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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.

Erika S. Koster 2/18/00
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335 Washington, D.C. 20231

04/12/2000 DNGUYEN 00000293 2148366

01 FC:481 40.00 OP
02 FC:482 100.00 OP

TC2: 399013 v01 02/18/2000

TRADEMARK REEL: 002050 FRAME: 0904

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 the individual merging entities 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:

MN: PREFERREDONE MANAGEMENT CORPORATION

MN: PREFERREDONE ADMINISTRATIVE SERVICES, INC.

State of Formation and Name of Surviving Entity:

MN: PREFERREDONE ADMINISTRATIVE SERVICES, INC.

Effective Date of Merger: January 1, 2000

Name of Surviving Entity After Effective Date of Merger:

PREFERREDONE ADMINISTRATIVE SERVICES, INC.

This certificate has been issued on: December 6, 1999.



Mary Kiffmeyer Secretary of State.