

04/19/00

05-09-2000



RECORDATION

TRADEMARKS

101350541

Patent and Trademark Office

Attorney Docket No: SPOA21377

Commissioner for Trademarks: Please record the attached original documents or copy thereof.

04-10-2000

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

SPORT COURT OF AMERICA, INC.

- Individuals
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

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

Name: Sport Court, Inc.
Address: 939 South 700 West

City: Salt Lake City State: UT ZIP: 84104

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution date: February 20, 1990

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

A. Trademark Application No(s).

B. Trademark Registration No(s). 1,136,926

Additional numbers attached? Yes No

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

Faye L. Tomlinson
CHRISTENSEN O'CONNOR
JOHNSON & KINDNESS^{PLLC}
1420 Fifth Avenue
Suite 2800
Seattle, WA 98101-2347
206.682.8100

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
Check No. 115170 in the amount of \$40.00 is enclosed.

8. The Commissioner is authorized to charge any fees that may be required or credit any overpayment to Deposit Account Number 03-1740.

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.

Faye L. Tomlinson
Name of Attorney or Agent
Direct Dial 206.695.1717

Faye L. Tomlinson
Signature

4/5/2000
Date

Total number of pages including cover sheet, attachments and document: 14

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

I hereby certify that this correspondence is being deposited with the U.S. Postal Service in a sealed envelope as first class mail with postage thereon fully prepaid addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231, on _____

Date: April 5, 2000

Rose S. Sh...

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TRADEMARK
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State of Delaware

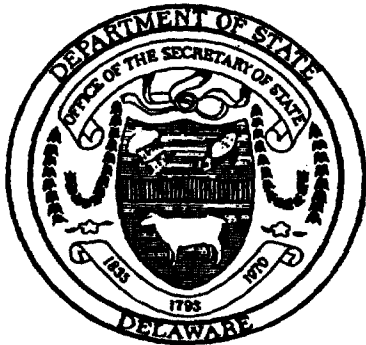


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF MERGER OF "DURAGRID INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF UTAH, MERGING WITH AND INTO "SPORT COURT OF AMERICA, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "SPORT COURT, INC." WAS RECEIVED AND FILED IN THIS OFFICE THE THE TWENTIETH DAY OF FEBRUARY, A.D. 1990, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

* * * * *



912985132


 Michael Harkins, Secretary of State

AUTHENTICATION#3206124

DATE: 10/17/1991

CERTIFICATE OF MERGER

CERTIFICATE OF MERGER of DURAGRID INC., a foreign corporation, into SPORT COURT OF AMERICA, INC. a domestic corporation.

DURAGRID INC., a Utah corporation ("Duragrid"), and SPORT COURT OF AMERICA, INC., a Delaware corporation ("SCA"), adopt the following Certificate of Merger for the purpose of merging Duragrid into SCA pursuant to Section 252(c) of the Delaware Corporation Law Annotated:

1. Agreement and Plan. The attached Agreement and Plan of Merger was approved by the directors and shareholders of each of the undersigned corporations in the manner prescribed by Section 252(b) of Delaware Corporation Law Annotated.

2. Outstanding Shares. 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 Agreement and Plan, are as follows:

<u>Name of Corporation</u>	Number of Shares <u>Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of shares</u>
Duragrid Inc.	630	none	none
Sport Court of America, Inc.	873	none	none

3. Voting of Shares. As to each of the undersigned corporations, the total number of shares voted for and against the Agreement and Plan, 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 Agreement and Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Against</u>	<u>Class</u>	<u>Number of Shares Entitled to Vote as a Class</u>	
				<u>Voted For</u>	<u>Voted Against</u>
Duragrid Inc.	630	none	none	none	none
Sport Court of America, Inc.	843	none	none	none	none

4. Surviving Corporation. SCA shall be the surviving corporation.

5. Amendments to Certificate of Incorporation. The amendments to the Certificate of Incorporation of SCA to be effected by the merger are as follows:

(a) Name. Paragraph First of the Certificate of Incorporation of SCA shall be amended to read as follows:

FIRST. The name of this Corporation is SPORT COURT, INC.

(b) Paragraph Fourth of the Certificate of Incorporation of SCA shall be amended to read as follows:

FOURTH. The amount of total authorized capital stock of the corporation is divided into One Million (1,000,000) shares of common stock, One Dollar (\$1.00) par value per share.

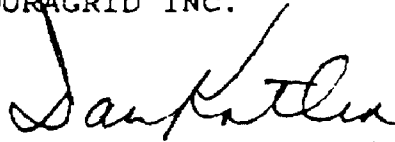
6. Executed Agreement. An originally executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation: Sport Court, Inc.; 1075 South 700 West; Salt Lake City, Utah 84104. A copy of the Agreement and Plan of Merger will be furnished by Sport Court, Inc., on request and without cost, to any shareholder of either of the undersigned corporations.

7. Authorized Capital Stock of the Foreign Corporation. Duragrid, a constituent corporation to the merger, is a corporation organized under the laws of the State of Utah. The authorized capital stock of Duragrid is as follows:

<u>Number of Shares</u>	<u>Class</u>	<u>Par Value</u>
1,000	common	none

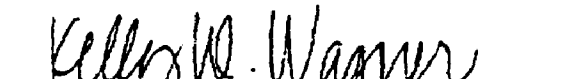
DATED this 8 day of February, 1990.

DURAGRID INC.



DAN KOTLER, President

Attest:


KELLY D WAGNER, Secretary

SPORT COURT OF AMERICA, INC.



DAN KOTLER, President

Attest:

Carol S. Kotler

CAROL S. KOTLER, Secretary-Treasurer

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I, Dan Kotler, President of Duragrid Inc., affirm that I have read the foregoing Certificate of Merger, and that the same is true according to the best of my information and belief; and that I signed the said instrument in behalf of said corporation by authority and resolutions of its Board of Directors and shareholders.

Dan Kotler

DAN KOTLER

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 8th day of February, 1990, personally appeared before me, Dan Kotler, signer of the foregoing Certificate of Merger, who duly acknowledged to me that he executed the same.

Shirley Fillmore

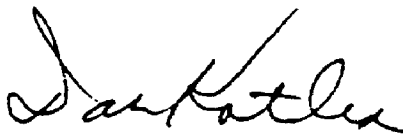
NOTARY PUBLIC
Residing in Salt Lake County,
Utah

My Commission Expires:

10-1-93

STATE OF UTAH)
)ss.
COUNTY OF SALT LAKE)

I, Dan Kotler, President of Sport Court of America, Inc. affirm that I have read the foregoing Certificate of Merger, and that the same is true according to the best of my information and belief; and that I signed the said instrument in behalf of said corporation by authority and resolutions of its Board of Directors and shareholders.



DAN KOTLER

STATE OF UTAH)
)ss.
COUNTY OF SALT LAKE)

On the 5th day of February, 1990, personally appeared before me, Dan Kotler, signer of the foregoing Certificate of Merger, who duly acknowledged to me that he executed the same.



NOTARY PUBLIC
Residing in Salt Lake County,
Utah

My Commission Expires:

10-1-93

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made as of January 1, 1990, by and between DURAGRID INC. ("Duragrid"), and SPORT COURT OF AMERICA, INC. ("SCA"), the corporate parties hereto sometimes collectively referred to as the "Constituent Corporations".

W I T N E S S E T H :

WHEREAS, Duragrid is a corporation organized and existing under the laws of the State of Utah, having an authorized capitalization of One Thousand (1,000) shares of common stock, without par value, of which Six Hundred Thirty (630) shares are issued and outstanding; and

WHEREAS, SCA is a corporation organized and existing under the laws of the State of Delaware, with authority to do business as a foreign corporation under the laws of the State of Utah, having an authorized capitalization of One Thousand (1,000) shares of common stock, without par value, of which Eight Hundred and Seventy-Three (873) shares are issued and outstanding; and

WHEREAS, the parties consider that the best interests of each of the Constituent Corporations and their respective shareholders would be served by a merger of Duragrid into SCA.

NOW, THEREFORE, the parties agree that Duragrid shall be merged into SCA and that the terms and conditions of such merger, the mode of carrying the merger into effect, and the

manner and basis of causing the shares of the Constituent Corporations to constitute or be converted into shares of the surviving corporation, shall be as follows:

1. Merger. Duragrid and SCA shall be merged into a single corporation in accordance with the applicable laws of the States of Utah and Delaware by the merger of Duragrid into SCA. SCA shall be the surviving corporation. The separate existence of Duragrid shall cease, and the existence of SCA shall continue unimpaired by the merger, with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities, of a corporation organized under the laws of the State of Delaware and authorized to transact business in the State of Utah.

2. Terms and Conditions. The merger shall be effective as of January 1, 1990. On and after said date, SCA shall possess all the rights, privileges, powers and franchises of a public and private nature, and be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations, and all and singular rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and debts due to each of the Constituent Corporations, on whatever account, as well as for stock subscriptions, as all other things in action or belonging to each of the Constituent Corporations, shall be vested in SCA. All property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the

property of SCA as they were of the respective Constituent Corporations, and title to any real or personal property, whether by deed or otherwise, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger: provided, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien priority to the property effected by such liens immediately prior to the time of the merger, and all debts, liabilities and duties of each of the Constituent Corporations shall thenceforth attach to SCA and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Amendments to Certificate of Incorporation. The Certificate of Incorporation of the surviving corporation shall be amended as a result of the merger in the following particulars:

(a) Name. Paragraph First of the Certificate of Incorporation of SCA shall be amended to read as follows:

FIRST. The name of this Corporation is SPORT COURT, INC.

(b) Paragraph Fourth of the Certificate of Incorporation of SCA shall be amended to read as follows:

FOURTH. The amount of total authorized capital stock of the corporation is divided into One Million (1,000,000) shares of common stock, One Dollar (\$1.00) par value per share.

4. Conversion of Shares. The manner and basis for causing the shares of stock of each of the Constituent Corporations to constitute or be converted into shares of the stock of the surviving corporation are:

(a) Each share of common stock of the surviving corporation to be delivered to shareholders of each of the Constituent Corporations as a result of the merger shall be shares which reflect the foregoing amendment to the Certificate of Incorporation regarding total authorized capital of the surviving corporation.

(b) Each share of common stock of Duragrid issued and outstanding on January 1, 1990, shall, upon the surrender of certificates representing such shares, be converted into One Hundred (100) shares of common stock of the surviving corporation, One Dollar (\$1.00) par value per share, fully paid and non-assessable.

(c) Each share of common stock of SCA issued and outstanding on January 1, 1990, shall, upon the surrender of certificates representing such shares, be converted into One Hundred Fifty (150) shares of common stock of the surviving corporation, One Dollar (\$1.00) par value per share, fully paid and non-assessable.

5. Officers and Directors. The officers and directors of the surviving corporation who shall serve until their respective successors shall be elected or appointed and qualified are as follows:

Office

Name and Address

President and Director:

Dan Kotler
1075 South 700 West
Salt Lake City, Utah 84104

Vice President and Director:

Dan Wollman
1075 South 700 West
Salt Lake City, Utah 84104

Secretary-Treasurer and Director:

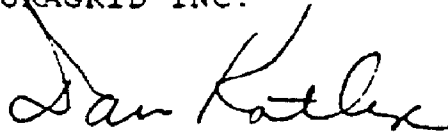
Carol S. Kotler
1075 South 700 West
Salt Lake City, Utah 84104

6. Bylaws. The Bylaws of the surviving corporation shall continue to be its Bylaws following the effective date of the merger.

7. Execution. This Agreement and Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, each of the Constituent Corporations, by and through its directors and shareholders, has caused this Agreement and Plan of Merger to be executed on its behalf by its officers authorized so to do as of the date first above written.

DURAGRID INC.



DAN KOTLER, President

Attest:



KELLY D. WAGNER, Secretary

Dan Kotler
DAN KOTLER, President

Attest:

Carol S. Kotler
CAROL S. KOTLER, Secretary-Treasurer

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I, Dan Kotler, President of Duragrid Inc., affirm that I have read the foregoing Agreement and Plan of Merger, and that the same is true according to the best of my information and belief; and that I signed the said instrument in behalf of said corporation by authority and resolutions of its Board of Directors and shareholders.

Dan Kotler
DAN KOTLER

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 8th day of February, 1990, personally appeared before me, Dan Kotler, signer of the foregoing Agreement and Plan of Merger, who duly acknowledged to me that he executed the same.

Sandra Williams
NOTARY PUBLIC
Residing in Salt Lake County,
Utah

My Commission Expires:
10-1-93

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I, Dan Kotler, President of Sport Court of America, Inc. affirm that I have read the foregoing Agreement and Plan of Merger, and that the same is true according to the best of my information and belief; and that I signed the said instrument in behalf of said corporation by authority and resolutions of its Board of Directors and shareholders.

Dan Kotler
DAN KOTLER

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 5th day of February, 1990, personally appeared before me, Dan Kotler, signer of the foregoing Agreement and Plan of Merger, who duly acknowledged to me that he executed the same.



NOTARY PUBLIC
Residing in Salt Lake County,
Utah

My Commission Expires:

12-31-93