

06-01-2000

Form PTD-1584 1-31-93		U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office	
Tab settings		101370470	
To the Honorable Commissioner of Pat. and original documents or copy thereof.			
1. Name of conveying party(ies): GMC Acquisition Corp. 225 West Olney Road Norfolk, VA 23510 <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Delaware <input type="checkbox"/> Other Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No		2. Name and address of receiving party(ies): Name: SFI of Delaware, LLC Internal Address: Street Address: 225 West Olney Road City: Norfolk State: VA Zip: 23510 <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other limited liability company-Delaware If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other Execution Date: February 18, 2000			
4. Application number(s) or registration number(s): A. Trademark Application No.(s)		B. Trademark registration No.(s) 1,690,624 - GRAPHIC MANAGEMENT CORPORATION 2,280,046 - MAKING COLLEGE COUNT, Class 3 2,174,450 - MAKING COLLEGE COUNT, Class 5 Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Alfred M. Randolph, Jr. Internal Address: Street Address: One Commercial Place Suite 2000 City: Norfolk State: VA ZIP: 23510		6. Total number of applications and registrations involved: 3	
		7. Total fee (37 CFR 3.41): \$ <input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account	
		8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)	
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.			
Alfred M. RANDOLPH JR Name of Person Signing		Alfred M. Randolph Jr Signature	
		3-19-00 Date	
		Total number of pages comprising cover sheet:	

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

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GMC ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "SFI OF DELAWARE, LLC" UNDER THE NAME OF "SFI OF DELAWARE, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2000, AT 11:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE EIGHTEENTH DAY OF FEBRUARY, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

02-17-00

DATE:

TO: DELAWARE DEPT. OF STATE

CERTIFICATE OF MERGER OR CONSOLIDATION
OF DOMESTIC CORPORATION AND DOMESTIC
LIMITED LIABILITY COMPANY

PURSUANT TO SECTION 18-209
OF THE DELAWARE LIMITED LIABILITY ACT

THE UNDERSIGNED HEREBY CERTIFY that:

FIRST: The name of each constituent corporation or limited liability company is as follows:

Company Name	State of Incorporation or Formation
GMC Acquisition Corp.	Delaware
SFI of Delaware, LLC	Delaware

SECOND: A Plan of Merger has been approved and executed by each of the constituent corporations in accordance with the requirements of §264 of the General Corporation Law of Delaware.

THIRD: The name of the surviving limited liability company is SFI of Delaware, LLC.

FOURTH: This merger shall become effective on February 18, 2000.

FIFTH: A copy of the Plan of Merger is on file at the place of business of the Surviving Company at its principal office located at: 3701 East Virginia Beach Boulevard, Norfolk, Virginia 23502.

SIXTH: A copy of the Plan of Merger will be furnished by the surviving company, on request and without cost, to any member of the surviving company or any person holding an interest in any other business entity which is to merge.

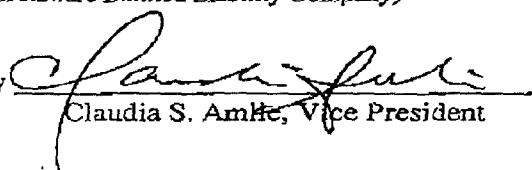
SEVENTH: The authorized capital stock of each constituent corporation or limited liability company that is a party to the merger, the designation and number of outstanding shares or economic units of each class are as follows:

<u>Name of Entity</u>	<u>Designation and number of shares in each class or series outstanding and Economic Units</u>	<u>Class or Series of Shares entitled to Vote</u>	<u>Par value per share</u>
SFI of Delaware, LLC	Economic Units (100)	-	-
GMC Acquisition Corp.	Common (100 shares)	Common	\$0.01

EIGHTH: Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Company without further act or deed and all property, rights, and every other interest of the Surviving Company and the Merging Corporation shall be as effectively the property of the Surviving Company as they were of the Surviving Company and the Merging Corporation. The Merging Corporation hereby agrees from time to time, as and when requested by the Surviving Company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Company may deem necessary or desirable in order to vest in and confirm to the Surviving Company title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporation and the proper officers and managers of the Surviving Company are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

NINTH: This Certificate of Merger shall be effective on February 18, 2000.

SFI OF DELAWARE, LLC
(a Delaware Limited Liability Company)

By 
Claudia S. Amick, Vice President

GMC ACQUISITION CORP.
(a Delaware corporation)

By 
Claudia S. Amick, Vice President

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