

06-20-2000



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5/31/00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

- Mark if additional names of conveying parties attached
- Name Execution Date
Month Day Year
- Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

- Mark if additional names of receiving parties attached
- Name
- DBA/AKA/TA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)
 - City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
 - Corporation Association
 - Other
 - Citizenship/State of Incorporation/Organization
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

06/19/2000 JSN00ZZ 00000147 1421536

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002089 FRAME: 0462

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Scott S. Havlick, Esq.



5/31/00

Name of Person Signing

Signature

Date Signed

Office of the Secretary of State

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:

"AUDIO KING, INC.", A MINNESOTA CORPORATION,

WITH AND INTO "ULTIMATE AKQUISITION CORP." UNDER THE NAME OF "ULTIMATE AKQUISITION CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF DECEMBER, A.D. 1997, AT 1 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0429345

DATE: 05-10-00

TRADEMARK
REEL: 002089 FRAME: 0464

12-15-97

**CERTIFICATE OF MERGER
OF
ULTIMATE AKQUISITION CORP.
(A DELAWARE CORPORATION)
AND
AUDIO KING, INC.
(A MINNESOTA CORPORATION)**

Pursuant to the provisions of the Delaware General Corporation Law and Section 302A.601 *et seq.* of the Minnesota Business Corporation Act, the following Certificate of Merger is executed as of the date hereinafter set forth:

FIRST: The name of the parent corporation to the merger is Ultimate AKquisition Corp., a Delaware corporation (hereinafter referred to as the "Parent Corporation"), and the name of the subsidiary corporation to the merger is Audio King, Inc., a Minnesota corporation (hereinafter referred to as the "Subsidiary Corporation").

SECOND: An Agreement and Plan of Merger (the "Agreement") has been approved, adopted, certified, executed and acknowledged by the Parent Corporation and the Subsidiary Corporation in accordance with Section 252 of the Delaware General Corporation Law and the Minnesota Business Corporation Act. An executed Agreement is on file at the principal place of business of the Surviving Corporation at 321A W. 84th Avenue, Thornton, Colorado 80221. A copy of the Agreement will be furnished by the Surviving Corporation upon request and without cost to any shareholder of the Parent Corporation or the Subsidiary Corporation.

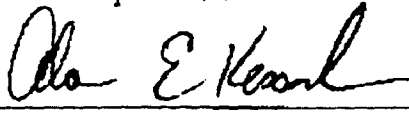
THIRD: The Parent Corporation will be the Surviving Corporation. The Certificate of Incorporation of the Parent Corporation shall be the Certificate of Incorporation of the Surviving Corporation.

FOURTH: The authorized capital stock of the Subsidiary Corporation is 2,500,000 shares of common stock, \$.01 par value per share, of which 25,000 shares are issued and outstanding, all of which are owned by the Parent Corporation. The merger was approved by the sole shareholder of the Subsidiary Corporation.


FIFTH: The merger shall be effective at 5:00 p.m. on the date on which this Certificate of Merger and Articles of Merger have been filed with the Secretaries of State of both of Delaware and Minnesota.

IN WITNESS WHEREOF, the Parent Corporation and the Subsidiary Corporation have executed this Certificate of Merger as of the 15th day of November, 1997.

AUDIO KING, INC.,
a Minnesota corporation

By 
Alan E. Kessock
President and Secretary

ULTIMATE AKQUISITION CORP.,
a Delaware corporation

By 
Alan E. Kessock
Vice President