

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

08-02-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



17-10-00

101420822
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
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Nexus Management Corporation

Execution Date
Month Day Year
9 23 98

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name The Nexus Group, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 3410 West Glendale Road

Address (line 2) Suite D

Address (line 3) Phoenix AZ 85051

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

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.)

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

08/01/2000 DNGUYEN 00000355 75642882

01 FC:481 40.00 OP
02 FC:482 50.00 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

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U.S. Department of Commerce
Patent and Trademark Office
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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)

<input type="text" value="75642882"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75562448"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75492559"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Heidi A. Schiller

7/6/00

Name of Person Signing

Signature

Date Signed

State of Delaware
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:

"NEXUS MANAGEMENT CORPORATION", A CALIFORNIA CORPORATION, WITH AND INTO "THE NEXUS GROUP, INC." UNDER THE NAME OF "THE NEXUS GROUP, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF SEPTEMBER, A.D. 1998, AT 4 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2931413 8100M

981360367

AUTHENTICATION:

9306199

DATE:

09-17-98

CERTIFICATE OF MERGER

OF

THE NEXUS GROUP, INC.

AND

NEXUS MANAGEMENT CORPORATION

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) The Nexus Group, Inc., which is incorporated under the laws of the State of

Delaware; and

(ii) Nexus Management Corporation, which is incorporated under the laws of the

State of California.

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by The Nexus Group, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware and by Nexus Management Corporation in accordance with the laws of the State of its incorporation.

3. The name of the surviving corporation in the merger herein certified is The Nexus Group, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of Delaware.

4. The Certificate of Incorporation of The Nexus Group, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

DS1.429073.1

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92 East Steep Mountain Drive
Draper, Utah 84020

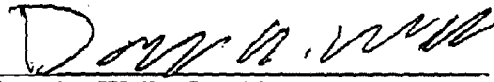
6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Nexus Management Corporation is 1,000,000 shares of common stock, without par value, and 300,000 shares of preferred stock, without par value.


[signatures appear on the following page].

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger
on this 23 day of September, 1998

THE NEXUS GROUP, INC.

By: 
Douglas Wells, President

NEXUS MANAGEMENT CORPORATION

By: 
Douglas Wells, President

TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: The Nexus Group, Inc.
Mailing Date: July 6, 2000

Commissioner of Patents and Trademarks
Box Assignment
Washington, DC 20231

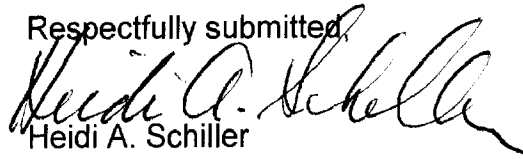
TRANSMITTAL LETTER

In connection with U.S. Serial Nos: 75/642882, 75/562448 and 75/492559 for the marks CASHWISE, Misc. Design of Window with Shutters and RENTWISE respectively, please record the following documents evidencing the merger of the applicant of record, Nexus Management Corporation into The Nexus Group, Inc.

1. Copy of certified copy of the Certificate of Merger;
2. A check for \$90.00;
3. Recordation form cover sheets; and
4. A return postcard.

If any additional fees are required to be paid or if any overpayment has been made, please charge same to Deposit Account No.03-1721. A duplicate copy of this sheet is enclosed.

Respectfully submitted,



Heidi A. Schiller
Choate Hall & Stewart
Exchange Place
53 State Street
Boston, MA 02109
Tel: 617-248-2127
Fax: 617-248-4000

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patent and Trademarks, Box Assignments, Washington, D.C. 20231 on July 6, 2000

