



TRADEMARK

Tab 5. 11/11/00

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

1. Name of conveying party(ies):

Institute of Certified Financial Planners
3801 East Florida Avenue, Suite 708
Denver, Colorado 80210-2571

- Individual(s)
- General Partnership
- Corporation-State Colorado
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

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

Name: Financial Planning Association

Internal Address:

Street Address: 3801 East Florida Avenue, Suite 708

City: Denver State: CO ZIP: 80210

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

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

3. Nature of conveyance:

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

Execution Date: January 14, 2000

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

A. Trademark Application No.(s)

75/869,088

B. Trademark Registration No.(s)

1,609,034

Additional numbers Yes No

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

Name: Thomas R. Marsh, Esq.

Internal Address: Marsh Fischmann & Breyfogle, LLP

Street Address: 3151 South Vaughn Way, Suite 411

City: Aurora State: CO ZIP: 80014

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

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1419

08/30/2000 NTHA11 00000003 75869088

DO NOT USE THIS SPACE

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

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.

Thomas R. Marsh

Name of Person Signing

Thomas R. Marsh
Signature

7/31/00

Date

Total number of pages including cover sheet, attachments, and

3

TRADEMARK

ARTICLES OF MERGER

FILED - CUSTOMER COPY
DONETTA DAVIS
COLORADO SECRETARY OF STATE

Pursuant to C.R.S. Sections 7-131-103 and 105, the undersigned nonprofit corporations hereby deliver for filing with the Colorado Secretary of State these Articles of Merger setting forth

20001036491 C
\$ 60.00
SECRETARY OF STATE
02-22-2000 15:00:10

1. Plan of Merger. As required by C.R.S. Sections 7-131-101, 102 and 105, this merger is between the Institute of Certified Financial Planners ("ICFP"), a Colorado nonprofit corporation, and the Financial Planning Association ("FPA"), a District of Columbia nonprofit corporation. The FPA shall be the surviving nonprofit corporation; this merger is permitted by the law of the District of Columbia; and FPA has complied with the provisions of such law in effecting the merger. The address of the principal office of FPA is One Thomas Circle, Suite 700, Washington, D.C. 20005.

ICFP has complied with the applicable provisions of C.R.S. Sec. 7-131-101 and 102 and FPA shall be in compliance with Article 135 of Title 7 to be qualified to conduct affairs in this state.

The merger was adopted by both boards of directors and the members entitled to vote thereon approved the merger pursuant to a Memorandum of Understanding adopted on May 19, 1999.

All of the assets and liabilities of the ICFP have been transferred and conveyed to the FPA. When the merger becomes effective, the separate existence of ICFP shall cease and that corporation shall be merged into FPA which will possess all the rights, privileges, powers and franchises of a public as well as private nature, and be subject to all the restrictions, disabilities and duties of the corporations. All property, real, person and mixed and all debts due to each of said corporations on whatever account, as well as all other things in action or belong to each of such corporations, will be vested in FPA as the surviving corporation.

All of the voting members of the Institute of Certified Financial Planners shall become members of the Financial Planner Division of the Financial Planning Association.

No amendments to the Articles of Incorporation of the surviving nonprofit corporation will be effected by the merger.

2. Approvals. The plan of merger was approved by a sufficient number of votes cast in favor of the plan by each voting group entitled to vote thereon from among the members of the Institute of Certified Financial Planners on May 19, 1999. Member approval was not required by the Financial Planning Association and the plan of merger was approved by a sufficient vote of the board of directors of the Financial Planning Association on January 6, 2000.


3. Effective Date. The effective date of the merger shall be January 14, 2000.

INSTITUTE OF CERTIFIED FINANCIAL PLANNERS



Elissa M. Buie, President

FINANCIAL PLANNING ASSOCIATION



Roy T. Diliberto, President