

09-18-2000

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U.S. Patent & TMO's/TM Mail Rpt Dt. #58

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CORDATION 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 Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

1382943

- 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)

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- 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.)

09/15/2000 MTHA11 00000451 1382943

FOR OFFICE USE ONLY

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40.00 DP

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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: 002138 FRAME: 0345

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,382,943"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<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.

John L. Welch

8-14-00

Name of Person Signing

Signature

Date Signed

Filing Fee: \$50.00

**DUPLICATE ORIGINAL OF
ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

DIVERSIFIED MARKETING DIRECT, INC.,.....

Pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

(Insert Plan of Merger)

See Exhibit A attached hereto.

SECOND: As to each of the undersigned corporations, (except one whose shareholders are not required to approve the agreement under § 7-1.1-67, in which event that fact shall be set forth), the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Diversified Marketing, Inc.	200	Common	200
Diversified Marketing Direct, Inc.	Shareholders are not required to approve the agreement under Section 7-1.1-67		

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such 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 such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>		
			<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Diversified Marketing, Inc.	200	-0-	Common	200	-0-
Diversified Marketing Direct, Inc.	Shareholders are not required to approve the agreement under Section 7-1.1-67				

FOURTH: Time merger to become effective (§ 7-1.1-69): Upon the filing of these Articles of Merger.

Dated April _____, 19 92

DIVERSIFIED MARKETING, INC.

By [Signature]
 Its President
 and [Signature]
 Its Secretary

DIVERSIFIED MARKETING DIRECT, INC.

By [Signature]
 Its President
 and [Signature]
 Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At WARRICK in said County on the 23RD day of April 1992, before me personally appeared Janice K. Ajootian, who being by me first duly sworn, declared that ~~he~~^{she} is the President and Secretary of Diversified Marketing, Inc., that ~~he~~^{she} signed the foregoing document as such President and Secretary of the corporation, and that the statements therein contained are true.

Michael J. Hill
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }
COUNTY OF } Sc.

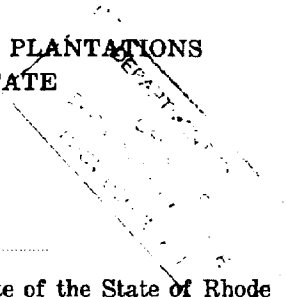
At WARRICK in said county on the 23RD day of April 1992, before me personally appeared Janice K. Ajootian, who being by me first duly sworn, declared that ~~he~~^{she} is the President and Secretary of Diversified Marketing Direct, Inc., that ~~he~~^{she} signed the foregoing document as such President and Secretary of the corporation, and that the statements therein contained are true.

Michael J. Hill
Notary Public

(NOTARIAL SEAL)

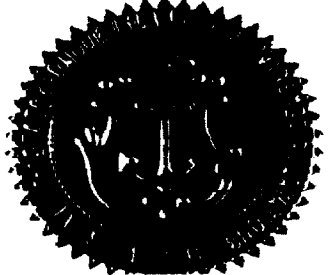
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF MERGER
OF DOMESTIC CORPORATIONS
INTO

Rec'd & Filed
JAN 22 1993



..... DIVERSIFIED MARKETING DIRECT, INC.
Deputy
I, Judith Dennis Hertzler Acting Secretary of State of the State of Rhode Island, hereby certify that duplicate originals of Articles of Merger of DIVERSIFIED MARKETING DIRECT, INC. and DIVERSIFIED MARKETING, INC., domestic corporations, into DIVERSIFIED MARKETING DIRECT, INC. a domestic corporation, duly signed and verified pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law, and that the foregoing is a duplicate original of the Articles of Merger.

Witness my hand and the seal of the State of Rhode Island this 22nd day of January 19 93.



Judith Dennis Hertzler
Acting Deputy Secretary of State

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of April 30, 1992, between DIVERSIFIED MARKETING DIRECT, INC. , a Rhode Island corporation (hereinafter referred to as the "Surviving Corporation"), and DIVERSIFIED MARKETING, INC., a Rhode Island corporation (hereinafter referred to as the "Merged Corporation") (the Merged Corporation and Surviving Corporation are hereinafter collectively referred to as the "Constituent Corporations").

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Rhode Island;

WHEREAS, the Merged Corporation is a corporation duly organized and existing under the laws of the State of Rhode Island having authorized capital stock of 1,000 shares of common stock, no par value, of which 200 shares of common stock are issued and outstanding.

WHEREAS, the shareholders of the Merged Corporation, deem it advisable that the Constituent Corporations merge and have duly approved and authorized the form of this Agreement and Plan of Merger; and

WHEREAS, the laws of the State of Rhode Island permit such a merger, and the Constituent Corporations desire to merge under and pursuant to the provisions of the laws of the State of Rhode Island.

NOW, THEREFORE, in consideration of these premises and of the mutual agreements and covenants herein contained, it is agreed that the Merged Corporation shall be, and it hereby is, merged with and into the Surviving Corporation, which shall be the surviving corporation, and the terms and conditions of such merger and the mode of carrying it into effect are and shall be as follows:

Section 1. Name of Surviving Corporation. The corporate existence of the Surviving Corporation shall continue as a Rhode Island corporation and under the name of "Diversified Marketing Direct, Inc."

Section 2. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall remain in effect.

Section 3. By-Laws of Surviving Corporation. The By-Laws of the Surviving Corporation, as they shall exist upon the effective date of the merger (as provided in Section 5 below) shall be, and remain and continue to be, the By-Laws of the Surviving Corporation until they shall be altered, amended, or repealed as therein provided.

Section 4. Directors and Officers. Persons who are directors or officers of the Surviving Corporation on the effective date of the merger shall be and remain and continue to be directors and officers of the Surviving Corporation.

Section 5. Effective Time and Date of Merger.

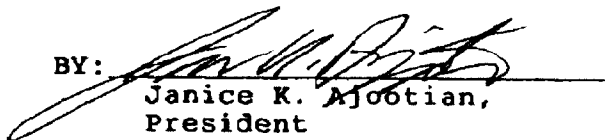
For all purposes of the laws of the State of Rhode Island and subject to the compliance of such laws, this Agreement and Plan of Merger and the merger herein provided for shall become effective upon the date of filing of the Articles of Merger with the Secretary of State of the State of Rhode Island.

Section 6. Manner and Basis of Converting Shares.

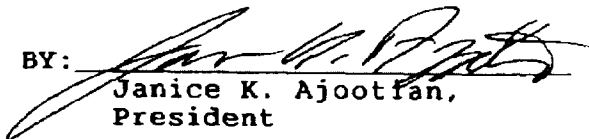
Immediately upon the effective date of the merger, the shares of capital stock of the Merged Corporation shall cease to exist and shall be deemed surrendered, cancelled, retired and eliminated; and the shares of capital stock of the Surviving Corporation then issued and outstanding shall continue to be issued and outstanding, and the holders thereof shall retain their present rights therein.

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be signed in their respective corporate names by an officer thereunto duly authorized as of the date first written above.

DIVERSIFIED MARKETING
DIRECT, INC.

BY: 
Janice K. Ajootian,
President

DIVERSIFIED MARKETING, INC.

BY: 
Janice K. Ajootian,
President