



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

1. Name of conveying party(ies): 10-19-00
 Meadows Holdings, L.L.C.
 1655 North Tegner Street
 Wickenburg, Arizona 85390

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

Additional name(s) of conveying party(ies) attached? Yes
 No X

2. Name and address of receiving party(ies):
 Name: The Meadows of Wickenburg, L.P
 Street Address: 1655 North Tegner Street
 City: Wickenburg State: Arizona Zip: 85390

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 10/21/1997

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A
 (Designations must be a separate document from Assignment)
 Additional Name(s) & address(es) attached? Yes No X

4. Application number(s) or registration number(s): 2,013,513 and 2,212,272

A. Trademark Application No.(s)

B. Trademark registration No.(s)
2,013,513 and 2,212,272

Additional numbers attached? Yes No X

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

Name: Anne L. Kleindienst
 Internal Address: _____
Fennemore Craig

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 (Reference 65222.002 (ALK))

Street Address: 3003 N. Central Ave., Suite 2600
 City: Phoenix State: Arizona Zip: 85012

8. Deposit account number:
060590
 (Attach duplicate copy of this page if paying by deposit account)

11/06/2000 NTHAI1 00000316 060590 2013513

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

DO NOT USE THIS SPACE

9. State 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.

Anne L. Kleindienst

Name of Person Signing

Anne L. Kleindienst

Signature

10-9-00

Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4.94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

AZ. CORP. COMMISSION
DELIVERED

OCT 21 1997

FILED BY
TERM
DATE

Barclay J. Jones
10-21-97

EFF: 10-21-97

MEADOWS HOLDINGS, L.L.C.

L-0732471-4

merging into

THE MEADOWS OF WICKENBURG, L.P. (no record survivor)

M-0825300-0

ARTICLES OF MERGER
OF
THE MEADOWS OF WICKENBURG, L.P.
AND
MEADOWS HOLDINGS, L.L.C.

The Meadows of Wickenburg, L.P., the surviving business entity in the merger of Meadows Holdings, L.L.C. with and into The Meadows of Wickenburg, L.P. (the "Merger"), in accordance with that certain Plan of Merger dated October 21, 1997 (the "Plan of Merger") and pursuant to Arizona Revised Statutes section 29-754(A), hereby states as follows:

A. The Plan of Merger is on file at the place of business of The Meadows of Wickenburg, L.P., located at 1655 North Tegner Street, Wickenburg, Arizona 85390, and The Meadows of Wickenburg, L.P. will provide a copy thereof on request and without cost to any person that holds an interest in The Meadows of Wickenburg, L.P. or in Meadows Holdings, L.L.C.


B. The Meadows of Wickenburg, L.P. and Meadows Holdings, L.L.C. each approved the Plan of Merger in the manner provided by law.

C. The effective date of the Merger shall be October 21, 1997.

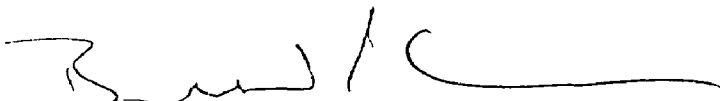
EXECUTED this 21st day of October, 1997.

THE MEADOWS OF WICKENBURG, L.P.

By: MEADOWS INVESTMENT MANAGEMENT,
INC., Its General Partner

By: 
Bradford S. Lovette, President and Chief
Executive Officer

MEADOWS HOLDINGS, L.L.C.

By: 
Bradford S. Lovette, Designated Member