

11-16-2000



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ORDINATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

9.30.00

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

1. Name of conveying part(ies):

Royal Oak Sales, Inc.

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

Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies)

Name: GW, Inc.

Street Address: 1 Royal Oak Avenue

City: Roswell State: Georgia 30076

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



08-30-2000
U.S. Patent & TMO/TM Mail Rcpt Dt. #10

3. Nature of conveyance:

- [] Assignment
- [X] Merger
- [] Security Agreement
- [] Change of Name
- [] Other:

Execution Date: September 29, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? [] Yes [X] No

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

A. Trademark application No.(s)

B. Trademark No.(s) 701,173

Additional numbers attached? [] Yes [x] No

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

George M. Thomas

Thomas, Kayden, Horstemeyer & Risley
100 Galleria Parkway, Suite 1750
Atlanta, Georgia 30339-5948
770/933-9500

6. Total number of applications/patents involved: [1]

7. Total fee (37CFR 3.41) \$40.00

(X) Enclosed

() Authorized to be charged to deposit account

8. Deposit Account Number: 20-0778

(Attach duplicate copy of this page if paying by Deposit Account)

DO NOT USE THIS SPACE

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.

George M. Thomas
Name of Person Signing

George M. Thomas
Signature

August 25, 2000
Date

11325-3210

Total number of pages including cover sheet, attachments, and document: [4]

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

11/15/2000 MTHAI1 00000159 701173

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**TRADEMARK
REEL: 002175 FRAME: 0685**

State of Delaware
Office of the Secretary of State PAGE 1

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:

"ROYAL OAK SALES, INC.", A TENNESSEE CORPORATION, WITH AND INTO "GW, INC." UNDER THE NAME OF "GW, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1999, AT 10:05 O'CLOCK A.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

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991411974

AUTHENTICATION: 0000986
DATE: 09-30-99

SEP -30' 99 (THU) 09:47

MERRITT & TENNEY LLP

STATE OF DELAWARE
SECRETARY OF STATE P. 001
DIVISION OF CORPORATIONS
FILED 10:05 AM 09/30/1999
991411974 - 3101412

CERTIFICATE OF MERGER

OF

ROYAL OAK SALES, INC.

INTO

GW, INC.

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Royal Oak Sales, Inc.	Tennessee
GW, Inc.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the Delaware General Corporation Law.

THIRD: That the name of the surviving corporation of the merger is GW, Inc.

FOURTH: That the Certificate of Incorporation of GW, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation;

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 1 Royal Oak Avenue, Roswell, Georgia 30076.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

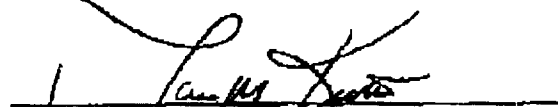
SEVENTH: The authorized capital stock of Royal Oak Sales, Inc. consists of 100 shares Class A Voting Common Stock, \$1.00 Par Value, and 9,900 shares Class B Nonvoting Common Stock, \$1.00 Par Value.

EIGHTH: That this Certificate of Merger shall be effective on September 30, 1999.

Dated: September 29, 1999

GW, INC.

By:


Daran M. Koster, President