



101523153

11-18-00

To the Honorable Commissioner of Patents and Trademarks, please return the attached original document or copy thereof.

1. Name of conveying party:
BEALL, INC.

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

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party:

Name: BEALL CORPORATION

Internal Address: _____

Street Address: 9200 NORTH RAMSEY BOULEVARD

City: PORTLAND State: OR ZIP: 97203

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

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 No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Dates:
 1) June 28, 1999 3) _____
 2) _____ 4) _____

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

A. Trademark Application No(s):

B. Trademark Registration No(s):
1,622,364
1,562,069

Additional numbers attached? Yes No

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:
19-1090
 (Attach duplicate copy of this page if paying by deposit account)

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

Name: GEORGE C. RONDEAU, JR.

Internal Address: SEED INTELLECTUAL
PROPERTY LAW GROUP PLLC

Street Address: 701 FIFTH AVENUE, SUITE 6300

City: SEATTLE State: WA ZIP: 98104-7092

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 C. RONDEAU, JR. George C Rondeau 11/7/00
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

ARTICLES OF MERGER OF BEALL CORPORATION
AND BEALL, INC.

The undersigned, Beall Corporation, an Oregon corporation, and Beall, Inc., a Montana corporation hereby make the following Articles of Merger:

1. The Agreement and Plan of Merger is attached hereto as Exhibit A and by this reference made a part hereof.
2. The number of shares outstanding for each corporation is as follows:
 - (a) Beall Corporation has outstanding 4,000 shares of common stock with a par value of \$100.00, the only class authorized; and
 - (b) Beall, Inc. has outstanding 4,000 shares of common stock with a par value of \$1.00, the only class authorized.
3. As to each corporation, the number of shares voting for and against the Agreement and Plan of Merger at meetings of the shareholders of each corporation as required by the Oregon Business Corporation Act was as follows:

<u>Corporation</u>	<u>Voting For Merger</u>	<u>Voting Against Merger</u>
Beall Corporation	4,000	0
Beall, Inc.	4,000	0

4. Accordingly, the number of shares of each corporation voting for the Agreement and Plan of Merger was sufficient for approval.
5. By the execution of these Articles of Merger, Jerry E. Beall, as President of Beall Corporation, hereby certifies that he has in his custody minutes properly reflecting the action by the shareholders of each corporation approving the merger.

IN WITNESS WHEREOF, these Articles are executed this _____ day of _____, 1999.

BEALL CORPORATION, an Oregon corporation

By: Jerry E. Beall
JERRY E. BEALL, President

BEALL, INC., a Montana corporation

By: Jerry E. Beall
JERRY E. BEALL, President

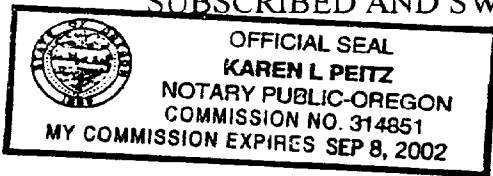
STATE OF OREGON)
 : ss.
County of MULTNOMAH)

Jerry E. Beall, President of Beall Corporation, being first duly sworn upon oath, deposes and says:

That he has read the foregoing and that the facts and matters contained therein are true, accurate and complete to the best of his knowledge and belief.

By: Jerry E. Beall
JERRY E. BEALL, in his capacity as
President of Beall Corporation

SUBSCRIBED AND SWORN TO before me this 28th day of JUNE, 1999.



(NOTARIAL SEAL)

Karen L. Peitz
Notary Public for the State of Oregon
Residing at MULTNOMAH, Oregon
My commission expires 09/08/2002

STATE OF OREGON)
 : ss.
County of MULTNOMAH)

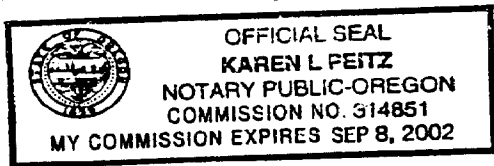
Jerry E. Beall, President of Beall, Inc., being first duly sworn upon oath, deposes and says:

That he has read the foregoing and that the facts and matters contained therein are true, accurate and complete to the best of his knowledge and belief.

By: Jerry E. Beall
JERRY E. BEALL, in his capacity as
President of Beall, Inc.

SUBSCRIBED AND SWORN TO before me this 25th day of JUNE, 1999.

(NOTARIAL SEAL)



Karen L. Peitz
Notary Public for the State of Oregon
Residing at MULTNOMAH, Oregon
My commission expires 09/08/2002