

12-05-2000



101536558

RECORDATION 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
- Change of Name
- Other _____

Effective Date
Month Day Year
12 22 99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
12 22 99

Name Lamar Corporation, The

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Louisiana

Receiving Party

Mark if additional names of receiving parties attached

Name Lamar Company, L.L.C., The

DBA/AKATA _____

Composed of _____

Address (line 1) 5551 Corporate Boulevard

Address (line 2) _____

Address (line 3) Baton Rouge LA 70808
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association

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.)

Other Limited Liability Company

Citizenship/State of Incorporation/Organization Louisiana

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 002186 FRAME: 0286

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="1874157"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1585076"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2389367"/>	<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.

PTO Reg. # 37,213

Russel O. Primeaux


Name of Person Signing

Signature

Nov. 9, 2000

Date Signed

UNITED STATES OF AMERICA

State of  Louisiana

Jox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of a Merger document whereby THE LAMAR CORPORATION,
organized under the laws of LOUISIANA, is merged into

THE LAMAR COMPANY, L.L.C.

Organized under the laws of LOUISIANA,

Was filed and recorded in this Office on December 22, 1999,
with an effective date of December 22, 1999.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

December 22, 1999
Jox McKeithen

BBE 34871100K 348711.02
Secretary of State



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") dated this 22nd day of December 1999, between The Lamar Corporation, a Louisiana corporation (the "Corporation") and The Lamar Company, L.L.C. a Louisiana limited liability company (the "Company").

WITNESSETH:

Whereas, the Corporation is a corporation duly organized and existing under the laws of the State of Louisiana, having been formed on the 14th day of May, 1970; and

Whereas, the Company is a limited liability company duly organized and existing under the laws of the State of Louisiana, having been formed on the 22nd day of December, 1999; and

Whereas, Lamar Media Corp., a Delaware corporation, ("Lamar") is the sole shareholder of the Corporation; and

Whereas, the Board of Directors and sole shareholder of the Corporation consider it advisable and to the advantage of and in the best interests of the Corporation and its shareholder that the Corporation be merged into the Company; and

Whereas, the Managing Member of the Company considers it advisable and to the advantage and in the best interest of the Company and its respective members that the Corporation be merged into the Company;

Now, therefore, the Corporation and the Company have agreed and do hereby agree with each other that the Corporation shall be, and it is hereby, merged into the Company pursuant to the provisions of Section 12 §1358 *et. seq.* of the Louisiana "Limited Liability Company Law", and do hereby agree upon and prescribe the terms and conditions of the merger and of carrying it into effect, as follows:

I.

1.1 The Corporation shall be merged with and into the Company at the effective time of the merger.

1.2 The Company shall be the surviving limited liability company and shall be governed by the laws of the State of Louisiana. This limited liability company is referred to below as the "Limited Liability Company."

II.

2.1 At the effective time of the merger, by virtue of the merger, and upon the consent of Lamar, all of the outstanding shares of capital stock of the Corporation, being the One Thousand (1000) shares of common stock of No Par Value now held by Lamar, shall be canceled.

III.

The terms and conditions of the merger are as follows:

3.1 The Articles of Organization and the Operating Agreement of the Company, as they shall exist on the effective date of the merger described herein, shall be the Articles of Organization and Operating Agreement of the Limited Liability Company until altered, amended or repealed as therein provided.

3.2 Lamar Media Corp. shall be and remain the managing member of the Limited Liability Company and shall continue to be the managing member until it resigns, becomes disabled, dies, is liquidated, or is removed by the vote of the holders of an eighty (80%) percent majority of the membership interest of the Limited Liability Company.

3.3 The Company shall pay all the expenses of carrying this Agreement into effect and of accomplishing the merger.

3.4 If, at any time, the Limited Liability Company shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the Limited Liability Company, according to the terms hereof, the title to any property or rights of the Corporation, the proper officers and directors of the Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Limited Liability Company, and otherwise to carry out the purposes of this Agreement and Plan of Merger.


3.5 The registered offices of the Limited Liability Company in the State of Louisiana shall remain at 5551 Corporate Boulevard, Baton Rouge, Louisiana 70808. The

full name and address of its registered agent in the State of Louisiana shall be Corporation Trust Center located in Baton Rouge, Louisiana.

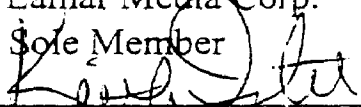
(The remainder of this page is intentionally left blank.)

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the Corporation and the Company as of the date and year first above written.

THE LAMAR CORPORATION,
a Louisiana corporation

By: 
Keith A. Istre, Vice President-Finance

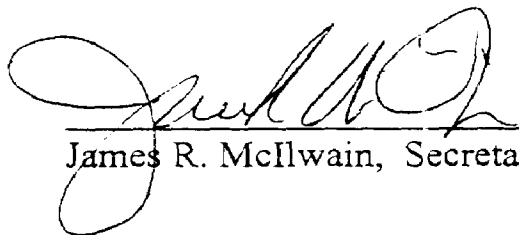
THE LAMAR COMPANY, L.L.C.
a Louisiana limited liability company

By: Lamar Media Corp.
Its: Sole Member
By: 
Keith A. Istre, Vice President-Finance

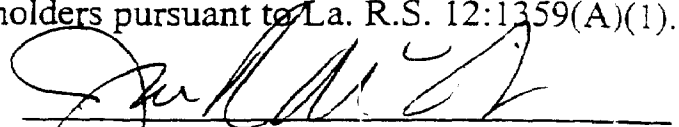
* * * * *

SECRETARIES' CERTIFICATIONS

I, the undersigned Secretary of The Lamar Corporation , a Louisiana corporation, hereby certify that the foregoing Agreement and Plan of Merger has been adopted and approved by the board of directors and by the vote of its shareholders, pursuant to La. R.S. 12:1359(A)(2).


James R. McIlwain, Secretary

I, the undersigned Secretary of Lamar Media Corp., a Louisiana corporation, and Managing Member of The Lamar Company, L.L.C., a Louisiana limited liability company. hereby certify that the foregoing Agreement and Plan of Merger has been adopted and approved by the board of directors and its shareholders pursuant to La. R.S. 12:1359(A)(1).


James R. McIlwain, Secretary

ACKNOWLEDGMENT

STATE OF LOUISIANA



PARISH EAST BATON ROUGE

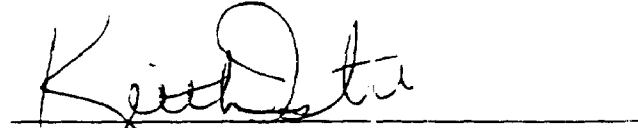
BE IT KNOWN, that on this 22nd day of December, 1999, before me, the undersigned Notary Public, duly commissioned and qualified and sworn within and for the State and Parish aforesaid, personally came and appeared:

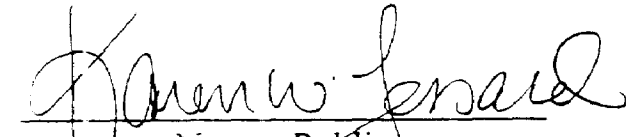
Keith Istre, Vice President-Finance

of The Lamar Corporation, to me known to be the identical person who executed the above and foregoing instrument, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he executed the above and foregoing instrument on behalf of said corporation for the uses, purposes and benefits therein expressed.

WITNESSES:


Keith A. Istre


Notary Public
My Commission Expires: at death.

ACKNOWLEDGMENT

STATE OF LOUISIANA

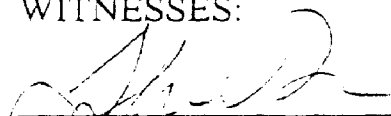
PARISH EAST BATON ROUGE


BE IT KNOWN, that on this 22nd day of December, 1999, before me, the undersigned Notary Public, duly commissioned and qualified and sworn within and for the State and Parish aforesaid, personally came and appeared:


Keith Istre, Vice President-Finance

of Lamar Media Corp., managing member of The Lamar Company, L.L.C., to me known to be the identical person who executed the above and foregoing instrument, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he executed the above and foregoing instrument on behalf of said corporation, for the uses, purposes and benefits therein expressed.

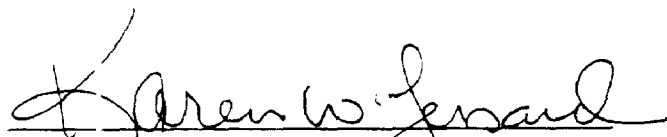
WITNESSES:







Keith A. Istre



Notary Public
My Commission Expires: at death.


**CONSENT OF THE MANAGING AND SOLE MEMBER
OF THE LAMAR COMPANY, L.L.C.
TO THE AGREEMENT AND PLAN OF MERGER**

Pursuant to the provisions of Louisiana Limited Liability Company Law, particularly Louisiana Revised Statutes 12:1359, the undersigned managing and sole member of The Lamar Company, L.L.C., hereby:

1. Consents by the Executive Committee of the Board of Directors to the Agreement and Plan of Merger by and between The Lamar Corporation and The Lamar Company, L.L.C. and approves the Agreement and Plan of Merger attached hereto and made part hereof.

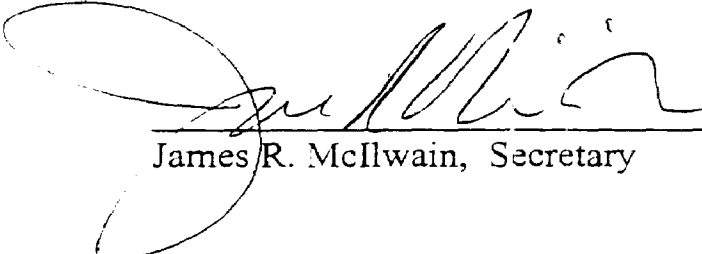
Lamar Media Corp. a Delaware corporation
Managing and Sole Member of
The Lamar Company, L.L.C.,
a Louisiana limited liability company

By: _____


Keith A. Istre, Vice-President-Finance

SECRETARY'S CERTIFICATION

I, the undersigned Secretary of Lamar Media Corp. , a Delaware corporation, and managing and sole member of The Lamar Company, L.L.C., a Louisiana limited liability company, hereby certify that the foregoing Consent to the Agreement and Plan of Merger has been adopted and approved by the executive committee of the board of directors, pursuant to La. R.S. 12:1359(A)(1).


James R. McIlwain, Secretary

**CONSENT OF LAMAR MEDIA CORP.
TO THE AGREEMENT AND PLAN OF MERGER AND
TO THE CANCELLATION OF STOCK**

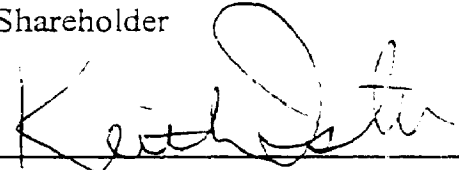
Pursuant to the provisions of the Louisiana Limited Liability Company Law, particularly Louisiana Revised Statutes 12:1359, the undersigned corporation hereby consents to the following:

1. The Agreement and Plan of Merger attached hereto and made part hereof is approved by the Executive Committee of the Board of Directors of the corporation, as sole shareholder of The Lamar Corporation, which Executive Committee has the full authority to act between meetings of the Board of Directors.

2. The Agreement and Plan of Merger is hereby approved by the undersigned corporation as sole shareholder of The Lamar Corporation and further agrees to the cancellation of the certificates of stock currently held by the undersigned corporation.

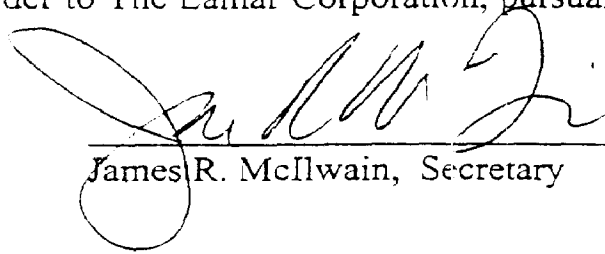
Lamar Media Corp.,
a Delaware corporation
Sole Shareholder

By: _____


Keith A. Istre, Vice President-Finance

SECRETARY'S CERTIFICATION

I, the undersigned Secretary of Lamar Media Corp., a Delaware corporation, hereby certify that the foregoing Consent to the Agreement and Plan of Merger and Cancellation of Stock has been adopted and approved by the executive committee of the board of directors, of Lamar Media Corp. as the sole shareholder to The Lamar Corporation, pursuant to La. R.S. 12:1359(A)(2).


James R. McIlwain, Secretary

**RESOLUTIONS OF THE EXECUTIVE COMMITTEE
OF THE LAMAR CORPORATION
TO THE AGREEMENT AND PLAN OF MERGER**

BE IT RESOLVED, that the Agreement and Plan of Merger ("Agreement") dated effective the 22nd day of December by and among The Lamar Corporation and The Lamar Company, L.L.C. a copy of which is attached hereto as Exhibit "A" be and they are hereby approved;

BE IT FURTHER RESOLVED, that any changes in the terms and conditions of such Agreement, including any other instruments and documents necessary or desirable in connection therewith, be and the same are hereby left to the discretion and judgment of Kevin P. Reilly, Jr., the President of this Corporation, Keith A. Istre, the Vice President-Finance and Chief Financial Officer of this Corporation, and James R. Mcilwain, the Secretary of this Corporation, or any one of them acting alone (each referred to hereinafter as an "Authorized Officer"), each of whom is hereby authorized to negotiate, execute and deliver on behalf of this Corporation such documents and instruments (including all schedules and exhibits thereto) as the Authorized Officer may determine, in such Authorized Officer's sole and uncontrolled discretion, to be necessary or advisable to carry out the terms and conditions of such Agreement and the instruments and documents when so executed shall be presumed conclusively to be the duly authorized acts of this Corporation;

BE IT FURTHER RESOLVED, that this Corporation authorizes, empowers and directs the Authorized Officers, each acting alone, in the name of this Corporation, to do or cause to be done all such acts or things and to make, execute and deliver, or cause to be made, executed and delivered, all such documents, instruments and certificates, as such Authorized Officer may, in such officer's sole and uncontrolled discretion, may deem necessary, proper, advisable or convenient, to effectuate or carry out the purpose and intent of the foregoing resolutions, and to perform the obligations of this Corporation, under the instruments and documents approved in the above and foregoing resolutions.

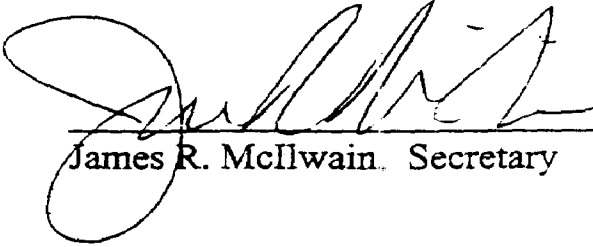
* * * * *

CERTIFICATE

I do hereby certify that I am the duly elected Secretary of The Lamar Corporation, and that the foregoing resolutions were unanimously adopted by the Executive Committee of this Corporation at a meeting held by them on the 22nd day of December, 1999 at the office of the Corporation, at which meeting all of the members of the

Executive Committee were present and voted unanimously in favor thereof. The articles of incorporation of the Corporation do not require any vote or consent of the shareholders of this Corporation to authorize the transactions referred to in the resolutions. These resolutions have not been modified or rescinded and are still in full force and effect.

Baton Rouge, Louisiana, this 22nd day of December, 1999.



James R. McIlwain. Secretary