

12-05-2000



To the Honorable Commissioner of Patents and Trademark

101539518

, copy thereof.

1. Name of conveying party(ies):

Thomas Holding Company

MLP
11.16.00

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

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

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 29, 2000

2. Name and address of receiving party(ies):

Name: SSCUS Acquisition Co.

Internal Address: 180 North LaSalle, Suite 1000

Street Address: 180 North LaSalle, Suite 1030

City: Chicago State: Illinois ZIP: 60601

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

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

A. Trademark Application No.(s)

75/844532 75/874334 75/874345
75/874347 75/874349 75/926932
75/874344 75/881593 75/633539
75/874346 75/874335

B. Trademark Registration No.(s)

1998040 1998041 1998042 1998043 1942541 1998036
2005710 1998044 2377158 2098478 2009612 1998037
1998039 2348035 2000870 2009614 1881718 1998038
1998045 1998048 2000885 2306232 1998035

Additional numbers attached? Yes No

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

ORUM & ROTH
53 West Jackson Boulevard
Suite 1616
Chicago, Illinois 60604

6. Total number of applications and registrations involved: 347. Total fee (37 CFR 3.41)..... \$ 1,360.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number: 4-2219

(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.

Signature

Patricia A. Cigelnik
Name of Person Signing

November 13, 2000
Date

Total number of pages comprising cover sheet: 1

State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF MERGER OF
SSCUS ACQUISITION CO.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 29TH day of FEBRUARY A.D. 2000 and of the Independence of the United States the two hundred and 24TH



Jesse White

Secretary of State

(Rev. Jan. 1999)

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

FILED

FEB 29 2000

JESSE WHITE
SECRETARY OF STATE

PAID

MAR 01 2000

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 2-29-00

Filing Fee \$ 100.-

Approved: [Signature]

DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

1. Names of the corporations proposing to ~~consolidate~~^{merge} ~~exchange~~ and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
Thomas Holding Company	Illinois	5709-425-7
SSCUS Acquisition Co.	Delaware	NR

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~^{surviving} ~~acquiring~~ corporation: SSCUS Acquisition Co.

(b) it shall be governed by the laws of: Delaware

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~^{merger} ~~exchange~~ is as follows:

See Attachment A

5. Plan of ~~consolidation~~ merger was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.
 (§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation			
Thomas Holding Company	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
SSCUS Acquisition Co.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day) _____ (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated February 28, 2000
(Month & Day) (Year)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

Sandra Thomas Johnson, Secretary
(Type or Print Name and Title)

Thomas Holding Company
(Exact Name of Corporation)

by [Signature]
(Signature of President or Vice President)

Sandra Thomas Johnson, President
(Type or Print Name and Title)

Dated February 28, 2000
(Month & Day) (Year)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

Andrew M. Solomon, Secretary
(Type or Print Name and Title)

SSCUS Acquisition Co.
(Exact Name of Corporation)

by [Signature]
(Signature of President or Vice President)

Andrew M. Solomon, Chairman of the Board
(Type or Print Name and Title)

Dated _____, _____
(Month & Day) (Year)

attested by _____
(Signature of Secretary or Assistant Secretary)

C-195.8 _____
(Type or Print Name and Title)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

ATTACHMENT A

SUMMARY AND PLAN OF MERGER

Constituent Corporations to the Merger:

SSCUS Acquisition Co., a Delaware corporation (the "Corporation")

Thomas Holding Company, an Illinois corporation ("Thomas")

WITNESSETH:

WHEREAS, upon the terms and subject to the conditions of the Agreement and Plan of Merger ("Agreement") and in accordance with the Business Corporation Act, as amended of the State of Illinois ("Illinois Law") and the General Corporation Law of Delaware ("Delaware Law"), Thomas will merge (the "Merger"), with and into the Corporation, with the Corporation to be the surviving corporation of the Merger;

NOW, THEREFORE, in consideration of the foregoing and the respective representations, covenants and agreements set forth in this Agreement, the parties agree as follows:

ARTICLE I

THE MERGER TRANSACTION

SECTION 1.01. The Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with Illinois Law and Delaware Law, at the "Effective Time" (as hereafter defined), Thomas shall be merged into the Corporation. As a result of the Merger, the separate corporate existence of Thomas shall cease and the Corporation shall continue as the surviving corporation of the Merger.

SECTION 1.02. Effective Time. The Constituent Corporations shall cause the Merger to become effective by the filing of Articles of Merger with the Illinois Secretary of State and a Certificate of Merger with the Delaware Secretary of State, in such form as required by, and executed in accordance with, the relevant provisions of Illinois law and Delaware Law, with the Merger to be effective at 11:59 p.m. Eastern Standard Time on February 29, 2000 (with the date such filings are made the "Effective Time").

ARTICLE II

EFFECT

SECTION 2.01 Effects of the Merger. The name of the surviving corporation shall be SSCUS Acquisition Co., a Delaware corporation. The Merger shall have the effects set forth in the Delaware Law. Without limiting the generality of the foregoing, and subject hereto, at the Effective Time, all the properties, rights, privileges, powers and franchises of the Company and the Corporation shall vest in the surviving corporation, and all debts, liabilities and duties of the

Company and the Corporation shall become the debts, liabilities and duties of the surviving corporation.

(a) The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of the Corporation in effect immediately prior to the Effective Time. The By-Laws of the Corporation in effect at the Effective Time shall be the By-Laws of the surviving corporation until amended in accordance with applicable law.

(b) The corporate name and organization of Thomas and except insofar as the same are continued by statute (or transferred to or retained by the Corporation), shall cease as of the Effective Time.

(c) The directors of the Corporation at the Effective Time shall be the initial directors of the surviving corporation, each to hold office from the Effective Time in accordance with the Certificate of Incorporation and By-Laws of the surviving corporation and until his or her successor is duly elected and qualified. The officers of the Corporation at the Effective Time shall be the initial officers of the surviving corporation, each to hold office from the Effective Time in accordance with the Certificate of Incorporation and By-Laws of the surviving corporation and until his or her successor is duly appointed and qualified.

ARTICLE III

CONVERSION OF SECURITIES

SECTION 3.01. Conversion. The manner of converting the shares of common stock of the constituent corporations is as follows:

(a) Each share of common stock of Thomas issued and outstanding immediately prior to the Effective Time shall by virtue of the Merger and without any action on the part of the holder thereof be cancelled and extinguished and converted into the right to receive an aggregate of (i) \$18,800 and (ii) 1,122.75 shares of Series C Preferred Stock of StreetZebra, Inc., the Corporation's parent corporation.

(b) Each share of the Corporation common stock, par value \$.01 per share, which is issued and outstanding immediately prior to the Effective Time shall be converted into and become one fully paid and nonassessable share of common stock of the surviving corporation.

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