

01-10-2001

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

101578045

*MPS*  
*12.26.01*

### 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 Effective Date  
Month Day Year
- Change of Name
- Other

#### Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Association
  - Corporation  Association
  - Other
  - Citizenship/State of Incorporation/Organization
- 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.)

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Mail documents to be recorded with required cover sheet(s) information to:  
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**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

404-881-7000

Name

Wendy Houser

Address (line 1)

Alston & Bird LLP

Address (line 2)

1201 W. Peachtree Street

Address (line 3)

Atlanta, Georgia 30309

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

4

**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)**

74/502,552 74/660,816 75/038,502

1,927,198 1,790,734 1,333,667

74/726,850 74/634,650 74/635,084

1,278,354 1,264,504 1,333,217

75/077,340 74/633,105 74/690,583

991,007 1,545,355 1,016,094

**Number of Properties**

Enter the total number of properties involved.

#

41

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

1,040.00

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.

Wendy Houser

Wendy Houser

December 21, 2000

Name of Person Signing

Signature

Date Signed

**SCHEDULE OF ADDITIONAL  
TRADEMARK APPLICATION AND REGISTRATION NUMBERS**

<b>Trademark Application Number(s)</b>			<b>Registration Number(s)</b>		
75/142,384	75/157,490	75/157,491	1,101,307	1,141,919	2,042,359
75/199,465			2,092,589	2,040,540	1,075,922
			832,719	1,296,968	163,773
			1,142,126	1,162,569	1,209,074
			669,302	222,662	536,960
			258,860	1,917,700	1,883,995
			1,842,825		

**ARTICLES OF MERGER**

**OF**

**FOX PHOTO, INC.**

**INTO**

**WOLF CAMERA, INC.**

To the Secretary of State  
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code governing the merger of a foreign wholly-owned subsidiary business corporation into its domestic parent business corporation, the undersigned does hereby adopt the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Delaware, is Fox Photo, Inc. ("Fox").
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Georgia, is Wolf Camera, Inc. ("Wolf").
3. The number of outstanding shares of Fox is 2,041, all of which are of one class, and all of which are owned by Wolf.
4. The following is the Plan of Merger for merging Fox into Wolf as approved by resolution of the Board of Directors of Wolf:

"1. Wolf Camera, Inc. ("Wolf"), which is a business corporation of the State of Georgia and is the owner of all of the outstanding shares of Fox Photo, Inc. ("Fox"), which is a business corporation of the State of Delaware, hereby merges Fox into Wolf pursuant to Delaware General Corporate Law and pursuant to the provisions of the Georgia Business Corporation Code.

"2. The separate existence of Fox shall cease at the time the merger takes effect pursuant to Delaware General Corporation Law; and Wolf shall continue its existence as the surviving corporation pursuant to the provisions of the Georgia Business Corporation Code.

"3. The articles of incorporation of Wolf are not amended in any respect by this Plan of Merger.

"4. The issued shares of Fox shall not be converted or exchanged in any manner, but each said share which is issued as of the time the merger takes effect shall be surrendered and extinguished.

"5. Each share of Wolf outstanding immediately prior to the time the merger takes effect is to be an identical outstanding or treasury or unissued share of Wolf after the effective date of merger.

"6. No shares of Wolf and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.

"7. The Board of Directors and the proper officers of Wolf are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. Wolf, in its capacity as the holder of all of the outstanding shares of Fox, waived the mailing of a copy of the Plan of Merger otherwise provided for under the provisions of section 14-2-1104 of the Georgia Business Corporation Code.

6. The laws of the jurisdiction of organization of Fox permit the merger of a wholly-owned subsidiary business corporation of that jurisdiction into a parent business corporation of another jurisdiction; and the merger of Fox into Wolf is in compliance with the laws of the jurisdiction of organization of Fox.

7. Shareholder approval was not required.

8. This Article constitutes an undertaking by the corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

9. Except as otherwise provided by law, the merger herein provided for shall be effective as of September 1, 1998.

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UID=40A39F817487446 \* Pg 3/9 [4] for 40ALSTON .

Dated: September, 1998

WOLF CAMERA, INC.

By: [Signature]  
Name: Sheldon Zouman  
Title: Executive Vice President

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SECRETARY OF STATE  
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**Secretary of State**  
Corporations Division  
315 West Tower  
2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982530744  
CONTROL NUMBER: 7700794  
EFFECTIVE DATE: 09/10/1998  
REFERENCE : 0077  
PRINT DATE : 09/10/1998  
FORM NUMBER : 411

CT CORPORATION SYSTEM  
RACHEL LITTLE  
1201 PEACHTREE STREET, NE  
ATLANTA GA 30361

**CERTIFICATE OF MERGER**

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles of a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:  
WOLF CAMERA, INC., A GEORGIA CORPORATION

Non surviving Entity/Entities:  
FOX PHOTO, INC., A DELAWARE CORP.

*Lewis A. Massey*

LEWIS A. MASSEY  
SECRETARY OF STATE



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RECORDED: 12/26/2000

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