

01-19-2001



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12.27.00

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
4 11 00

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
4 11 00

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)

- 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.)

FOR OFFICE USE ONLY

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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 Practices. 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

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

(215) 569-5798

Name

Michael J. Smith, Esquire

Address (line 1)

Blank Rome Comisky & McCauley LLP

Address (line 2)

One Logan Square

Address (line 3)

Philadelphia, PA 19103

Address (line 4)

Pages

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

#

3

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)

78/002,049

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

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:

#

02-2555

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.

Michael J. Smith, Esquire

Name of Person Signing

Signature

12/20/00

Date Signed

Office of the Secretary of State

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:

"FULL TILT SOLUTIONS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ASTON BROOKE PENNSYLVANIA, INC." UNDER THE NAME OF "FULL TILT SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF APRIL, A.D. 2000, AT 11:30 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0856734

DATE: 12-15-00

TRADEMARK
REEL: 002216 FRAME: 0364

**CERTIFICATE OF MERGER
MERCING
FULL TILT SOLUTIONS, INC.,
a Delaware corporation
WITH AND INTO
ASTON BROOKE PENNSYLVANIA, INC.,
a Pennsylvania corporation**

Pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law"), Aston Brooke Pennsylvania, Inc. (the "Surviving Corporation"), a corporation organized under and existing by virtue of the Pennsylvania Business Corporation Law of 1988, as amended, does hereby certify as follows:

FIRST: That (i) Full Tilt Solutions, Inc. (the "Merging Corporation") was incorporated on the 10th day of February, 2000 pursuant to the Delaware General Corporation Law and (ii) the Surviving Corporation (the Surviving Corporation and, together with the Merging Corporation, the "Constituent Corporations") was incorporated on the 4th day of April, 2000 pursuant to the Pennsylvania Business Corporation Law of 1988, as amended.

SECOND: A Merger Agreement, dated as of April 11, 2000, between the Merging Corporation and the Surviving Corporation (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the Delaware General Corporation Law.

THIRD: The name of the corporation surviving the merger shall be Aston Brooke Pennsylvania, Inc., a Pennsylvania corporation, changing its name to Full Tilt Solutions, Inc.

FOURTH: Upon the filing of this Certificate of Merger with the Secretary of State of Delaware, the Articles of Incorporation of the Surviving Corporation shall continue in full force and effect, as amended pursuant to the terms of the Merger Agreement.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, which is located at 2010 Renaissance Boulevard, King of Prussia, PA 19406.

SIXTH: A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

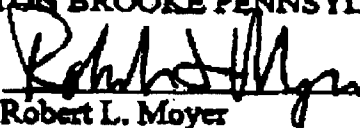
SEVENTH: That Aston Brooke Pennsylvania, Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suite or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 2010 Renaissance Boulevard, King of Prussia, PA 19406 until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purposes.

TOTAL P.02

EIGHTH: The effective date and time of the merger herein provided for shall be April 11, 2000 at 1:00 p.m.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed by the undersigned officer this 11th day of April, 2000.

ASTON BROOKE PENNSYLVANIA, INC.

By: 
Robert L. Moyer
President

BLANK ROME COMISKY & McCAULEY LLP

Counselors at Law

*Delaware
Florida
Maryland
New Jersey
New York
Pennsylvania
Washington, DC*

Direct Dial: (215) 569-5798
Fax: (215) 569-5628
Email: smith-m@blankrome.com

December 20, 2000

Commissioner of Patents and Trademarks
Box Assignments/Fee
Washington, D.C. 20231

Attn: Assignment Branch

Re: Recordation of Certificate of Merger
Between Aston Brooke Pennsylvania, Inc.
And Full Tilt Solutions, Inc.

Dear Madam:

Transmitted herewith for recordation is a certified copy of the Certificate of Merger showing the merger of Full Tilt Solutions, Inc., a Delaware Corporation, into Aston Brooke Pennsylvania, Inc., a Pennsylvania Corporation, and the change of corporation name from Aston Brooke Pennsylvania, Inc., to Full Tilt Solutions, Inc. This merger affects the following mark:

<u>Trademark and Service Mark</u>	<u>Application No.</u>	<u>Filing Date</u>
FULL TILT	78,002,049	3/31/00

Please charge all fees in connection with this recordation to Deposit Account 02-2555. Once recordation has been completed, please forward the original document with the stamped reel and frame number(s), to the undersigned at the following address:

Michael J. Smith, Esquire
Blank Rome Comisky & McCauley
One Logan Square
Philadelphia, PA 19103

One Logan Square • Philadelphia, Pennsylvania 19103-6998 • 215.569.5500 • Fax: 215.569.5555
www.blankrome.com

**TRADEMARK
REEL: 002216 FRAME: 0367**


Commissioner for Trademarks

December 20, 2000

Page 2

Should you have any questions or comments regarding this recordation this document, please contact the undersigned (215) 569-5798.

Very truly yours,



MICHAEL J. SMITH

MJS/jwb

Enclosures

cc: William A. Brady, Esquire

Alan L. Zeiger, Esquire

I:\Clients\Full-Tilt\merger recordatiion cover letter.wpd111933-00101

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited in an envelope addressed to the Commissioner of Patents and Trademarks, Box Assignments/Fee, Washington, D.C. 20231, via first class mail, postage prepaid on December 20, 2000.



John W. Bramlette