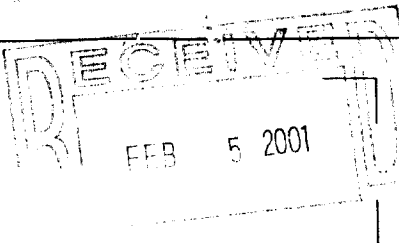


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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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
5 24 99

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
4 28 99

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)

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- 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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01 FC:481
02 FC:482

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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: 002234 FRAME: 0277

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2295925"/>	<input type="text" value="2295924"/>	<input type="text" value="2292732"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<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.

Lester K. Essig

Name of Person Signing


Signature

January 29, 2001

Date Signed

00220825

05-24-99 15:35 RCVD

**Articles of Domestication
of
First Security Van Kasper, Inc.**

RECEIVED

MAY 24 1999

Utah Div. of Corp. Comm. Code

THE UNDERSIGNED, as President of First Security Van Kasper, Inc., hereby submits the following Articles of Domestication for such corporation pursuant to Section 16-10a-1533 of the Utah Revised Business Corporation Act, Chapter 10a of Title 16 of the Utah Code of 1953, as amended (the "Act"):

ARTICLE I - NAME

The name of this corporation is: **First Security Van Kasper, Inc.**

ARTICLE II - PURPOSES AND POWERS

Section 2.1 Purposes. This corporation is organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the Act.

Section 2.2 Powers. The corporation shall have and exercise all powers necessary or convenient for the carrying out of any or all of the purposes for which it is organized.

ARTICLE III - STOCK

Section 3.1 Number of Shares. This corporation is authorized to issue two classes of shares, designated respectively "Common Stock" and "Preferred Stock" and referred to herein as Common Stock and Preferred Stock, Series A, respectively. The number of shares of Common Stock authorized to be issued is three thousand six hundred (3,600) and the number of shares of Preferred Stock, Series A, authorized to be issued is three million (3,000,000).

Section 3.2 Classification; Rights and Preferences. Each share of Common Stock shall be entitled to three (3) votes. This corporation shall not without first obtaining the approval (by vote or written consent as provided by law) of a majority of the outstanding shares of Common Stock, voting as a class: (i) increase the authorized number of shares of Common Stock; or (ii) sell, lease, convey, exchange or otherwise dispose of all or substantially all of the assets of this corporation in any transaction which requires the approval of the outstanding shares of this corporation under the Act.

The rights, preferences, privileges and restrictions granted to or imposed upon the Preferred Stock, Series A, or the holders thereof are as follows:

- (a) Voting Rights. Each outstanding share of Preferred Stock, Series A, shall be entitled to (1) vote;
- (b) Dividend Rights. The holders of the outstanding shares of Preferred Stock, Series A, shall be entitled to receive in any fiscal year, when and as declared by the Board of Directors, out of any assets at the time legally available therefore, dividends in the same amount per share as any dividends that may be declared on the outstanding Common Stock, and no dividends may be declared and paid upon shares of Common Stock in any fiscal year of the corporation unless dividends shall have been paid to or declared and set apart upon all Preferred Stock, Series A, in an amount per share equal to the amount per share of the dividends proposed to be paid on the shares of Common Stock. Any such dividend may be payable as the Board of Directors may from time to time determine. The right to such dividends on shares of Preferred Stock, Series A shall not be cumulative, and no right shall accrue to holders of shares of Preferred Stock, Series A, by reason of the fact that dividends on said shares are not declared in any prior year, nor shall any undeclared or unpaid dividend bear or accrue interest.
- (c) Liquidation Rights. In the event of a voluntary or involuntary liquidation, dissolution, or winding up of the corporation, the holders of shares of Preferred Stock, Series A, shall be entitled to receive, out of the assets of the corporation whether such assets are capital or surplus, an amount equal to ten dollars (\$10) per share, and a further amount equal to any dividends thereon declared and unpaid on the date of such distribution, and after payment to the holders of the shares of Common Stock of ten dollars (\$10) per share, the remaining assets of the corporation shall be distributed in like amounts per share to the holders of the shares of Preferred stock, Series A, and the holders of shares of Common Stock. If upon such liquidation, dissolution, or winding up of the corporation the assets thus distributed among the holders of shares of Preferred Stock, Series A, shall be insufficient to permit the payment to such shareholders of the full preferential amounts with respect thereto, then the entire assets of the corporation to be distributed shall be distributed ratably among such holders of Preferred Stock, Series A. A consolidation or merger of the corporation with or into any other corporation or corporations, or a sale of all or substantially all of the assets of the corporation, shall not be deemed to be a liquidation, dissolution, or winding up, within the meaning of this subparagraph; and
- (d) Unprotective Provisions. So long as any of the shares of Preferred Stock, Series A, shall be outstanding the corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least two-thirds of the total number of shares of Preferred Stock, Series A, outstanding: (i) alter or change the rights, preferences, or privileges of the Preferred Stock, Series A, so as materially adversely to affect the Preferred Stock, Series A; or (ii) increase the authorized number of shares of Preferred Stock, Series A; or (iii) create any new class of shares having preferences over the Preferred Stock, Series A, as to dividends or assets, unless the purpose of creation of such class is, and the proceeds to be derived from the sale and issuance thereof are to be used for, the retirement of all shares of Preferred Stock, Series A, then outstanding.

Section 3.3 Stock Not Assessable. Fully paid shares of capital stock of this corporation shall not be liable to any call and shall be nonassessable.

**ARTICLE IV - REGISTERED AGENT
AND REGISTERED OFFICE**

The name of the registered agent and the address of the registered office of this corporation are as follows:

Leslie F. Paskett
41 East 100 South
Salt Lake City, UT 84111

ARTICLE V - LIMITATION UPON DIRECTORS' LIABILITY

Section 5.1 Limitation Upon Directors' Liability. To the fullest extent permitted by the Act, as the same now exists or may hereafter be amended, no director of this corporation shall be personally liable to this corporation or its shareholders for monetary damages for any action taken or any failure to take any action, as a director.

Section 5.2 Amendment or Repeal of Limitation. Any amendment or repeal of this Article VI or the adoption of any other provision of the Articles of Incorporation which has the effect of increasing director liability shall operate prospectively only and shall not effect any action taken, or failure to act, by a director of this corporation prior to such amendment, repeal, or other provision becoming effective.

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents as provided in its Bylaws.

ARTICLE VII – ORIGINAL INCORPORATION, ETC.

Section 7.1 Incorporation. The corporation was originally incorporated on June 7, 1978, in the State of California under the name “Van Kasper & Company.”

Section 7.2 Name. The name of the corporation immediately prior to the filing of these Articles of Domestication was “First Security Van Kasper, Inc.”

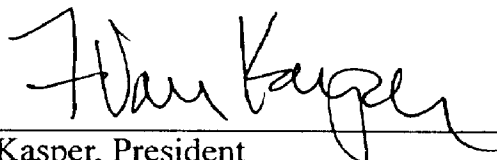
Section 7.3 Principal Place of Business. The location of incorporation of the corporation immediately prior to the filing of these Articles of Domestication was the State of California and the principal place of business immediately prior to the filing of these Articles of Domestication was located in San Francisco, California.

ARTICLE VIII – DIRECTOR AND SHAREHOLDER APPROVAL

Section 8.1 Director Approval. The Articles of Domestication were approved and adopted by the Board of Directors of the corporation at a special meeting duly called and held on April 28, 1999, at which meeting a quorum was present and acting throughout.

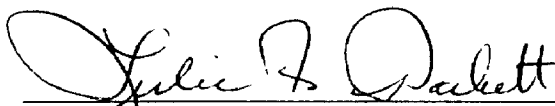
Section 8.2 Shareholder Approval. The Articles of Domestication were approved and adopted by the sole shareholder of the corporation in an Action by Unanimous Written Consent on April 28, 1999.

DATED this 28th day of April, 1999.



F. Van Kasper, President

The undersigned hereby accepts appointment as registered agent of the foregoing corporation and confirms that the undersigned meets the requirements of § 16-10a-501 of the Act.



Leslie F. Paskett, Registered Agent

SII/wtc

FSVK/Articles of Domestication.042099