

03-28-2001



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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

3.12.01

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
01312000
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year
01312000

Name

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 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

03/27/2001 GTON11 00000211 2211089

01 FC:401 40.00 OP
02 FC:402 100.00 OP

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

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)

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.

Mary Ellen Morris
Name of Person Signing

Mary Ellen Morris
Signature

3/8/2001
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:

"INCENTIVES PLUS, INC.", A VIRGINIA CORPORATION,
WITH AND INTO "STARLINE DEALERS ASSOCIATION, INC." UNDER THE NAME OF "STARLINE DEALERS ASSOCIATION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JANUARY, A.D. 2000, AT 9:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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A handwritten signature in black ink, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0228446

02-01-00

TRADEMARK
REEL: 002259 FRAME: 0675

CERTIFICATE OF MERGER

Pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware, the undersigned, being the surviving corporation in a merger pursuant to which Incentives Plus, Inc. is merging with and into Starline Dealers Association, Inc. as set forth in a certain Agreement and Plan of Merger executed by each corporation, hereby submits the following Certificate of Merger and states as follows:

1. The constituent corporations are Starline Dealers Association, Inc., a corporation incorporated under the laws of the State of Delaware and Incentives Plus, Inc., a corporation incorporated under the laws of the State of Virginia.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Starline Dealers Association, Inc.
4. The executed Agreement and Plan of Merger is on file at the office of Starline Dealers Association, Inc. at 1102 Kermit Drive, Suite 200, Nashville, Tennessee 37217.
5. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.
6. The authorized capital stock of Incentives Plus, Inc. which is the only constituent corporation that is not a corporation of the State of Delaware is 5,000 shares of common stock, \$1.00 par value per share.
7. This Certificate of Merger shall be effective on February 1, 2000, or if filed later than that date, on the date of filing.

STARLINE DEALERS ASSOCIATION, INC.

By: James E. Stover
James E. Stover
Title: President
Date: 1-28-2000

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**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

February 11, 2000

The State Corporation Commission finds the accompanying articles submitted on behalf of

**STARLINE DEALERS ASSOCIATION, INC. (A DE CORPORATION NOT
QUALIFIED IN VA)**

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

INCENTIVES PLUS, INC.

is merged into STARLINE DEALERS ASSOCIATION, INC. (A DE CORPORATION NOT
QUALIFIED IN VA), which continues to exist under the laws of DELAWARE with the name
STARLINE DEALERS ASSOCIATION, INC. (A DE CORPORATION NOT QUALIFIED IN VA).
The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on February 11, 2000.

STATE CORPORATION COMMISSION

By 

Commissioner

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