

06-15-2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Innovative Business Solutions, Inc. 6-11-20
Individual(s) Association
General Partnership Limited Partnership
Corporation-State - CO
Other

2. Name and address of receiving party(ies)
Name: IBS Merger Corp.
Internal Address: 1355 Central Parkway South
Street Address: Suite 500
City: San Antonio State: TX Zip: 78270
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State TX
Other

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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
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

Execution Date: December 21, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,120,279

Additional number(s) attached Yes No

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

Name: Court B. Allen

Internal Address: Cox & Smith Incorporated

Street Address: 112 E. Pecan Street

Suite 1800

City: San Antonio State: TX Zip: 78205

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$40.00

Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

(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.

Courtenay B. Allen
Name of Person Signing

Court B. Allen
Signature

June 7, 2001
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

06/15/2001 GTDN11 00000047 1120279

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TRADEMARK REEL: 002314 FRAME: 0495



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

INNOVATIVE BUSINESS SOLUTIONS, INC.
(a Colorado No Permit Entity)

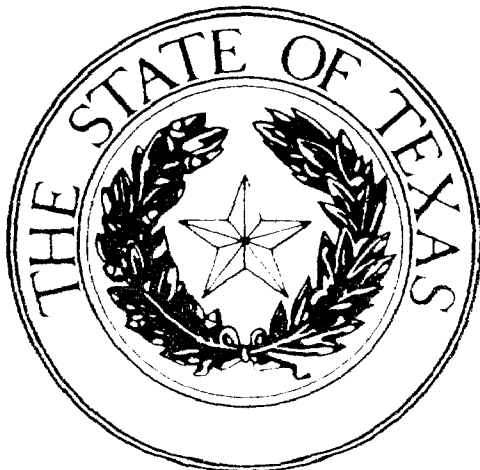
with and into

IBS MERGER CORP.
(a Texas Corporation)

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed DECEMBER 21, 2000

Effective DECEMBER 31, 2000 @ 11:58 p.m.



Elton Bomer
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

DEC 21 2000

Corporations Section

ARTICLES OF MERGER
OF
INNOVATIVE BUSINESS SOLUTIONS, INC.
(a Colorado corporation)

WITH AND INTO
IBS MERGER CORP.
(a Texas corporation)

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned corporations (each a "Constituent Corporation" and together the "Constituent Corporations") adopt the following Articles of Merger for the purpose of merging them into one of such Constituent Corporations:

1. The name and state of incorporation of each of the Constituent Corporations is:

- (a) Innovative Business Solutions, Inc., a Colorado corporation ("IBS-Colorado"); and
- (b) IBS Merger Corp., a Texas corporation ("IBS-Texas").

2. An Agreement and Plan of Merger (the "Plan of Merger") providing for the merger of IBS-Colorado with and into IBS-Texas has been approved by each of the Constituent Corporations in the manner prescribed by the Texas Business Corporation Act.

3. The Articles of Incorporation of IBS-Texas as in effect at the effective time of the merger shall be the Articles of Incorporation of the surviving corporation.

4. The executed Plan of Merger is on file at the principal place of business of IBS-Texas, the surviving corporation, at 1355 Central Parkway South, Suite 500, San Antonio, Texas.

5. A copy of the Plan of Merger will be furnished by IBS-Texas, on written request and without cost, to any shareholder of IBS-Colorado or IBS-Texas.

6. As to each of the Constituent Corporations, the number of shares of Common Stock outstanding, being the only outstanding capital stock of each such Constituent Corporation entitled to vote on the Plan of Merger, are as follows:

<u>Name of Constituent Corporation</u>	<u>Class of Shares</u>	<u>Number of Shares Outstanding</u>
IBS-Texas	Common	1,000
IBS-Colorado	Common	297,235

7. As to each of the undersigned corporations, the total number of shares of Common Stock voted for and against the Plan of Merger, respectively, are as follows:

<u>Name of Constituent Corporation</u>	<u>Class of Shares</u>	<u>Total Number of Shares Voted</u>	
		<u>For</u>	<u>Against</u>
IBS-Texas	Common	1,000	-0-
IBS-Colorado	Common	297,235	-0-

8. As to each of the Constituent Corporations, the Plan of Merger and the performance of its terms were duly authorized by all action required by the laws of the state under which it was incorporated and by its constituent documents.

9. The effective time of the merger is December 31, 2000 at 11:58 p.m., Central Standard Time.

10. IBS-Texas, as the surviving corporation, will be responsible for the payment of all fees and franchise taxes of each of the Constituent Corporations and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

Dated: December 21, 2000.

IBS MERGER CORP., a Texas corporation

By: Thomas W. Neubert
Thomas W. Neubert, President

INNOVATIVE BUSINESS SOLUTIONS, INC.,
a Colorado corporation

By: Thomas W. Neubert
Thomas W. Neubert
Treasurer and Assistant Secretary