

08-28-2001



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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 *08/16/01*

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 conveying 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 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

08/27/2001 AAHMD1 00000166 200821 76102714

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 150.00 CH

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

TRADEMARK
REEL: 002356 FRAME: 0159

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.)

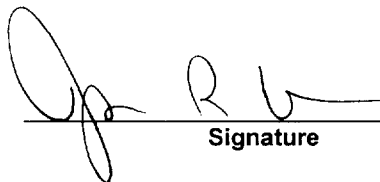
Deposit Account Number: #

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.

Jocelyn R. Dabeau
Name of Person Signing


Signature

August 16, 2001
Date Signed

AUG 10 2001

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

**ARTICLES OF MERGER
OF
TRANSPLACE.COM, LLC
WITH AND INTO
TRANSPLACE TEXAS, LP**

Pursuant to the provisions of Article 92A.200 of the Nevada Revised Statutes, the undersigned limited partnership, Transplace Texas, LP, a Texas limited partnership (the "Partnership"), as the surviving limited partnership in the merger of Transplace.com, LLC, a Nevada limited liability company (the "Company"), with and into the Partnership, hereby adopts and submits the following Articles of Merger for the purpose of effecting a merger of the Company with and into the Partnership in accordance with the provisions of Chapter 92A of the Nevada Revised Statutes.

FIRST: The name of the surviving entity is Transplace Texas, LP, and the place of its organization is the jurisdiction of Texas, the laws of which permit this merger. The name and place of organization of the entity being merged with and into the surviving entity is Transplace.com, LLC, organized in the jurisdiction of Nevada, the laws of which permit this merger.

SECOND: An agreement and plan of merger was adopted by each entity that is a party to this merger.

THIRD: The agreement and plan of merger was submitted to the members of the Company and the sole member of the sole general partner and the sole member of the sole limited partner of the Partnership by their respective managers pursuant to the laws of their respective jurisdictions of organization.

FOURTH: The agreement and plan of merger was approved by the unanimous written consent of the members of the Company and the sole member of the general partner and the sole member of the sole limited partner of the Partnership.

FIFTH: The certificate of limited partnership of the Partnership shall be the Certificate of Limited Partnership of the surviving entity until thereafter amended as provided by law.

SIXTH: The complete executed agreement and plan of merger is on file at the registered office of the Partnership, located at 5800 Granite Parkway, Suite 1000, Plano, Texas 75024, and a copy of the agreement and plan of merger will be furnished by the Partnership, on request and without cost to any owner of any entity that is a party to this merger.

500337 040002 Dallas 122R156.2

SEVENTH: All entities party to this merger have complied with the laws of their respective jurisdiction of organization concerning this merger.

EIGHTH: The Partnership designates the following address as the address to which the Nevada Secretary of State is to mail any process served on him or her against the entity: 5800 Granite Parkway, Suite 1000, Plano, Texas 75024.

NINTH: This merger shall be effective at 11:59 p.m. upon the date of filing.

* * * * *

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TRADEMARK
REEL: 002356 FRAME: 0162

TRANSPLACE TEXAS, LP

By: Transplace GP, LLC, its General Partner

By: Junsheng Li
Jun-Sheng Li, President

TRANSPLACE.COM, LLC

By: Junsheng Li
Jun-Sheng Li, President / Assistant Secretary

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-3-

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99%

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TRADEMARK
REEL: 002356 FRAME: 0163

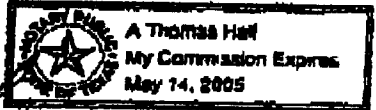
STATE OF TEXAS

COUNTY OF COLLIN

This instrument was acknowledged before me on August 7, 2001 by Jun-Sheng Li as President of Transplace GP, LLC, the general partner of Transplace Texas, LP.



[Handwritten Signature]



Notary Public, State of Texas

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TOTAL P. 05
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NAME: TRANSPLACE.COM, LLC

FILE TYP/NR LLC 003726-2000 ST NEVADA ORG ON APR 18, 2000 EXP 04-18-2500
 STATUS: MERGE/DISSOLVED : 08-10-01 NUMBER OF PAGES FILED: 4 DMC
 TYPE: LLC
 PURPOSE: ALL LEGAL ACTIVITIES
 P/U 2CC

RA NBR: 23757

LIST OF OFFICERS FOR 01 - 02 FILED ON 05-31-01

			DMM
RA	SECRETARY OF STATE	STE 3	ACCEPTED 081001
	101 N CARSON ST	CARSON CITY	NV 89701 + 4786
MG-1	MAX L FULLER	US XPRESS ENTERPRI	041800
	4080 JENKINS RD	CHATTANOOGA	TN 37421
MG-2	DAVID R PARKER	COVENANT TRANSPORT	041800
	400 BIRMINGHAM HWY	CHATTANOOGA	TN 37419
MG-3	MICHAEL S STARNES		041800
	3171 DIRECTORS ROW	MEMPHIS	TN 38131

CMD?
PA1=MENU PF3=PAGE->

PF5=END INQ

NAME: TRANSPLACE.COM, LLC

FILE TYP/NR LLC 003726-2000 LLC

PF4=PAGE<-

08-10-01 MERGE-DISSOLUTION

ARTICLES OF MERGER FILED MERGING THIS LIMITED-LIABILITY COMPANY INTO TRANSPLACE TEXAS, LP, A (TX) LIMITED PARTNERSHIP NOT REGISTERED IN NEVADA. NEVADA SECRETARY OF STATE DESIGNATED AS AGENT FOR SERVICE OF PROCESS. FORWARDING ADDRESS: 5800 GRANITE PKWY., STE. 1000, PLANO, TX 75024. (4) PGS. DMF

08-10-01 RA RESOLUTION

CORPORATE SERVICES OF NEVADA

502 N. DIVISION STREET

CARSON CITY

NV 89703

DMF

CMD?

PA1=MENU

PF5=END INQ