

01-28-2002

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



101959946

Tab settings

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

1. Name of conveying party(ies) ZENetics, L.L.C. 1.14.02
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other Limited Liability Company
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Midland Loan Services, Inc.
Internal Address:
Street Address: 210 West 10th Street, 6th Floor
City: Kansas City State: MO Zip: 64105
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Delaware
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

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

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
76/234673
76/234674
78/026397
Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Timothy J. Feathers and Brian A. Mark
Morrison & Hecker L.L.P.
Internal Address:
Street Address: 2600 Grand Avenue
City: Kansas City State: MO Zip: 64108

6. Total number of applications and registrations involved: 3
7. Total fee (37 CFR 3.41) \$90.00
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.
Brian A. Mark
Name of Person Signing
Signature
Date 12/14/01

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

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

12/24/2002 LINDSEY 0000001-76234673 40 00 50 00

ZENETICS, LLC

**WRITTEN CONSENT
OF
THE SOLE MEMBER
IN LIEU OF A MEETING**

The undersigned, being the sole member of ZENetics, LLC (the "Company"), does hereby take the following action by written consent in lieu of a meeting:

WHEREAS, it is deemed advisable and in the best interests of the Company to amend Section 5.2 and Section 5.3 of the Regulations of the Company; therefore

IT IS HEREBY RESOLVED, that Section 5.2 of the Regulations of the Company is hereby amended to allow for between one (1) and five (5) Managers; and it is

FURTHER RESOLVED, that Section 5.3 of the Regulations of the Company is hereby deleted in its entirety and shall be and read as follows:

5.3 Election. The Managers of the Company shall be elected by the Voting Members for a term until death, resignation or removal.

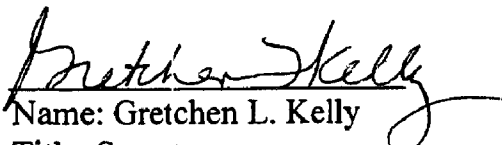
FURTHER RESOLVED, that all of the current Managers and officers of the Company are hereby removed from such positions with the Company; and it is

FURTHER RESOLVED, that the number of Managers is fixed at one (1); and it is

FURTHER RESOLVED, Gretchen L. Kelly is hereby elected as the sole Manager of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Sole Member as of this 6th day of November, 2001.

MIDLAND LOAN SERVICES, INC.

By: 
Name: Gretchen L. Kelly
Title: Secretary

ZENETICS, LLC

**WRITTEN CONSENT
OF
THE SOLE MEMBER
IN LIEU OF A MEETING**

The undersigned, being the sole member of ZENetics, LLC (the "Company"), does hereby take the following action by written consent in lieu of a meeting:

WHEREAS, it is deemed advisable and in the best interests of the Company to merge the Company with and into Midland Loan Services, Inc. ("Midland"); therefore

IT IS HEREBY RESOLVED, that the Company be merged with and into Midland pursuant to and in accordance with both the Texas Limited Liability Company Act and the Delaware General Corporation Law (the "Merger"); and it is

FURTHER RESOLVED, that the Agreement and Plan of Merger, attached hereto as Exhibit A and made a part hereof, is hereby approved and adopted in the form and content as presented; and it is

FURTHER RESOLVED, that the sole member of the Company is authorized, empowered and directed to execute, deliver and file in the name and on behalf of the Company Articles of Merger in Texas and a Certificate of Merger in Delaware; and it is


FURTHER RESOLVED, that the sole member is authorized, empowered and directed to take any and all actions and to execute and deliver or cause the execution and delivery of any and all agreements, documents, certificates, notices and/or opinions in the name and on behalf of the Company in connection with the consummation of the Merger; and it is

FURTHER RESOLVED, that any and all actions heretofore taken and any and all agreements, documents, certificates, notices and/or opinions heretofore executed and/or

delivered in the name and on behalf of the Company to effect and carry out the intent of the Merger are hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Sole Member as of this 6th day of November, 2001.

MIDLAND LOAN SERVICES, INC.

By: 
Name: Gretchen L. Kelly
Title: Secretary

AGREEMENT AND PLAN OF MERGER

OF

ZENETICS, LLC

AND

MIDLAND LOAN SERVICES, INC.

Agreement and Plan of Merger entered into as of November 6, 2001 (hereinafter the "Agreement") by ZENetics, LLC, a limited liability company of the State of Texas (hereinafter "Zenetics"), approved by resolution adopted by its sole member on said date, and entered into as of November 6, 2001 by Midland Loan Services, Inc., a business corporation of the State of Delaware (hereinafter "Midland"), and approved by resolution adopted by its Board of Directors on October 31, 2001.

WHEREAS, Zenetics is a limited liability company of the State of Texas with its registered office therein located at 4309 Country Lane, Grapevine, Texas 76051; and

WHEREAS, Midland is a business corporation of the State of Delaware with its registered office therein located at 1209 Orange Street, Wilmington, Delaware 19801; and

WHEREAS, the Texas Limited Liability Company Act (hereinafter "Texas Law") permits a merger of a limited liability company of the State of Texas with and into a corporation of another jurisdiction; and

WHEREAS, the Delaware General Corporation Law (hereinafter "Delaware Law") permits the merger of a limited liability company of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, Zenetics and Midland, and the respective sole member and Board of Directors thereof, have deemed it advisable and in the best interests of both entities and their respective equity interest holders to merge Zenetics with and into Midland pursuant to the provisions of Texas Law and pursuant to the provisions of Delaware Law upon the terms and conditions hereinafter set forth; therefore

In consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Zenetics and approved by a resolution adopted by its sole member and being thereunto duly entered into by Midland and approved by a resolution adopted by its Board of Directors, the Agreement and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as set forth in this Agreement.

1. Zenetics and Midland shall, pursuant to both the provisions of Texas Law and the provisions of Delaware Law, be merged with and into a single entity, to wit, Midland, which shall be the surviving entity from and after the effective time of the merger, and which shall continue to exist as the surviving entity under its present name pursuant to the provisions of Delaware Law. The separate existence of Zenetics shall cease at the effective time of the merger in accordance with the provisions of Texas Law.

2. The present Certificate of Incorporation of Midland will be the Certificate of Incorporation of Midland following the merger and will continue in full force and effect until changed, revised or amended in the manner prescribed by the provisions of Delaware Law.

3. The present Bylaws of Midland will be the Bylaws of Midland following the merger and will continue in full force and effect until changed, revised or amended as therein provided and in the manner prescribed by the provisions of Delaware Law.

4. The directors and officers of Midland currently in place at the effective time of the merger shall hold their positions from and after the effective date of the merger until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of Midland, as the surviving entity.

5. Beneficial membership interests of Zenetics, as the terminating entity, from and after the effective date of the merger, shall be retired and shall cease to exist. Each issued and outstanding share of Midland, as the surviving entity, shall not be converted or exchanged in any manner and shall remain issued and outstanding from and after the effective date of the merger.

6. In the event that the Agreement shall have been fully approved and adopted on behalf of Zenetics, as the terminating entity in accordance with the provisions of Texas Law and on behalf of Midland, as surviving entity in accordance with the provisions of Delaware Law, said entities agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Texas and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within both the State of Texas and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The sole member of Zenetics, as the terminating entity and the Board of Directors and proper officers of Midland, as the surviving entity are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the Agreement or of the merger herein provided for.

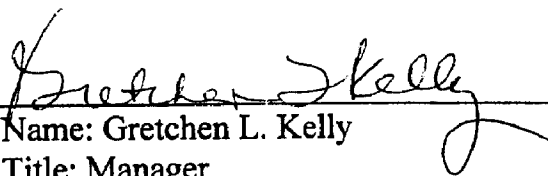
8. Upon the effective date of the merger herein provided for, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Zenetics, including, without limitation, Zenetics' right and privilege to endorse its name upon any and all documents and certificates of title, shall be transferred to, vested in, and devolve upon, Midland without further act or deed and all property, rights, and every other

interest of Midland and Zenetics shall be as effectively the property of Midland as they were of Midland and Zenetics, respectively. Zenetics hereby agrees from time to time, as and when requested by Midland or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Midland may deem necessary or desirable in order to vest in and confirm to Midland title to and possession of any property of Zenetics acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the sole member of Zenetics and the proper officers and directors of Midland are fully authorized in the name of Zenetics or otherwise to take any and all such action.

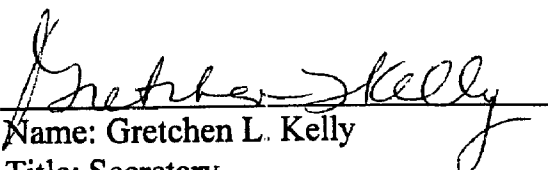
9. The effective date of the merger herein provided for shall be upon filing with the Secretary of State of the State of Texas.

IN WITNESS WHEREOF, the Agreement is hereby executed on behalf of the constituent entities by the duly authorized officers for each of the parties thereto as of the date stated above.

ZENETICS, LLC

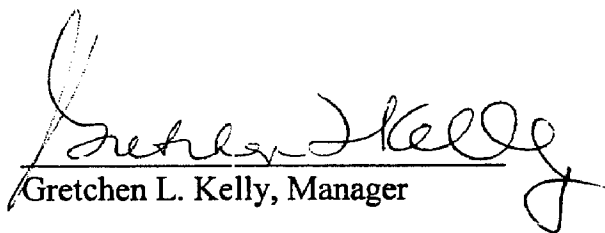
By: 
Name: Gretchen L. Kelly
Title: Manager

MIDLAND LOAN SERVICES, INC.

By: 
Name: Gretchen L. Kelly
Title: Secretary

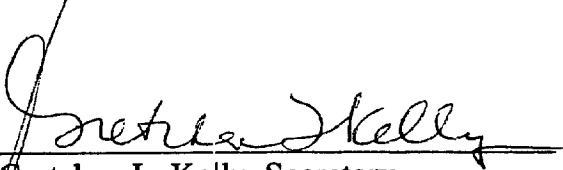
CERTIFICATE OF SECRETARY

The undersigned, being the sole manager of ZENetics, LLC, does hereby certify as of November 6, 2001 that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the sole member holding all of the beneficial ownership interests of said limited liability company, in accordance with the provisions of Article 10.01 of the Texas Limited Liability Company Act.


Gretchen L. Kelly, Manager

CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of Midland Loan Services, Inc., does hereby certify as of November 6, 2001 that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the sole stockholder of said corporation, in accordance with the provisions of Section 264(c) of the Delaware General Corporation Law.


Gretchen L. Kelly, Secretary

I, HARRIET SMITH WINDSOR, 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:

"ZENETICS, LLC", A TEXAS LIMITED LIABILITY COMPANY,
WITH AND INTO "MIDLAND LOAN SERVICES, INC." UNDER THE NAME OF "MIDLAND LOAN SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF NOVEMBER, A.D. 2001, AT 11:30 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1435627

DATE: 11-08-01

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TRADEMARK
REEL: 2431 FRAME: 0751



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

ZENETICS, LLC
Domestic Limited Liability Company (LLC)
[Filing Number: 706425922]

Into

MIDLAND LOAN SERVICES, INC.
Foreign Business Corporation
DE, USA
[Filing Number: 11980306]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated: 11/07/2001

Effective: 11/07/2001



A handwritten signature in black ink, appearing to read "G. Connor", written over a horizontal line.

Geoffrey S. Connor
Assistant Secretary of State

**ARTICLES OF MERGER
OF
ZENETICS, LLC
WITH AND INTO
MIDLAND LOAN SERVICES, INC.**

FILED
In the Office of the
Secretary of State of Texas

NOV 07 2001

Corporations Section

Pursuant to the provisions of the Texas Limited Liability Company Act, the undersigned adopt the following Articles of Merger:

An Agreement and Plan of Merger (the "Agreement") has been adopted in accordance with the provisions of Article 10.01 of the Texas Limited Liability Company Act providing for the merger of ZENetics, LLC and Midland Loan Services, Inc. ("Midland"), and resulting in Midland being the surviving entity. The Agreement is set forth as Exhibit A attached hereto and made a part hereof.

1. The names of the entities participating in the merger and the states under the laws of which they are organized are as follows:

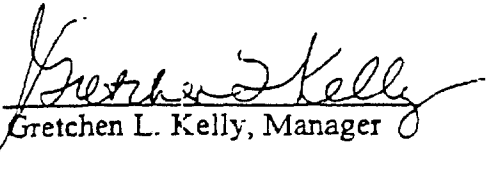
<u>Name of Entity</u>	<u>Entity Type</u>	<u>State</u>
ZENetics, LLC	Limited Liability Company	Texas
Midland Loan Services, Inc.	Corporation	Delaware

2. As to the domestic limited liability company and the corporation that are parties to the Agreement, the Agreement was authorized by all action required by the laws under which they were formed and organized and by their respective constituent documents.
3. The surviving corporation will be responsible for the payment of all fees and franchise taxes of the merged limited liability company and will be obligated to pay such fees and franchise taxes.
4. The merger provided for herein is to be effective upon filing of these Articles of Merger with the Secretary of State of the State of Texas.

Dated: November 5, 2001

ZENETICS, LLC

By:


Gretchen L. Kelly, Manager

MIDLAND LOAN SERVICES, INC.

By:


Gretchen L. Kelly, Secretary



Office of the Secretary of State

**CERTIFICATE OF CORRECTION
OF**

**MIDLAND LOAN SERVICES, INC.
11980306**

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Correction have been received in this office and have been 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 Correction.

Dated: 11/21/2001

Effective: 11/21/2001



A handwritten signature in black ink, appearing to read "G. Connor", written over a horizontal line.

Geoffrey S. Connor
Assistant Secretary of State



Office of the Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

FILED
In the Office of the
Secretary of State of Texas

NOV 21 2001

Corporations Section

ARTICLES/CERTIFICATE OF CORRECTION

This correction by the undersigned corporation, limited liability company, or out-of-state financial institution is submitted pursuant to article 1302-7.01, Texas Miscellaneous Corporation Laws Act. In the case of a limited partnership, this certificate of correction is made pursuant to section 2.13, Texas Revised Limited Partnership Act. The undersigned entity seeks to correct a document which is an inaccurate record of the entity action, contains an inaccurate or erroneous statement, or was defectively or erroneously executed, sealed, acknowledged or verified, and for this purpose states the following.

ARTICLE ONE

The name of the entity is Midland Loan Services, Inc.

ARTICLE TWO

The document to be corrected is the Articles of Merger

that was filed in the Office of the Secretary of State on the following date: November 7, 2001

ARTICLE THREE

The inaccuracy, error, or defect to be corrected is:

The filing was dated incorrectly with November 5, 2001.

ARTICLE FOUR

As corrected, the inaccurate, erroneous, or defective portion of the document reads as follows:

Dated: November 6, 2001

Midland Loan Services, Inc.

Name of Entity

By: *Gretchen Kelly*
(A person authorized to sign on behalf of the entity.)

**CERTIFICATE OF MERGER
OF
ZENETICS, LLC
WITH AND INTO
MIDLAND LOAN SERVICES, INC.**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger and

DOES HEREBY CERTIFY:

1. The name and state of organization of each of the constituent entities participating in the merger herein certified are as follows:

(i) ZENetics, LLC, which is a limited liability company formed under the laws of the State of Texas (hereinafter "Zenetics"); and

(ii) Midland Loan Services, Inc., which is a business corporation incorporated under the laws of the State of Delaware (hereinafter "Midland").

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the provisions of Section 264(c) of the Delaware General Corporation Law and in accordance with the Texas Limited Liability Company Act.

3. The name of the surviving corporation in the merger herein certified is Midland, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.

4. The executed Agreement and Plan of Merger between the constituent entities is on file at an office of the surviving corporation, the address of which is as follows:

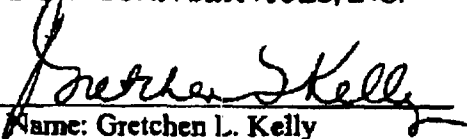
c/o Legal Department
249 Fifth Avenue
21st Floor
Pittsburgh, Pennsylvania 15222-2707

5. A copy of the executed Agreement and Plan of Merger will be furnished by Midland, upon request, and without cost, to any person holding an equity interest of any constituent entity.

6. The Agreement and Plan of Merger between the constituent entities provides that the merger herein certified shall be effective upon filing with the Secretary of State.

Dated: November 5, 2001

MIDLAND LOAN SERVICES, INC.

By: 
Name: Gretchen L. Kelly
Title: Secretary

DE Con Mary

State of Delaware

Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "MIDLAND LOAN SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2001, AT 4:30 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2854483 8100

010595329

AUTHENTICATION: 1462277

DATE: 11-26-01

TRADEMARK

REEL: 2431 FRAME: 0758

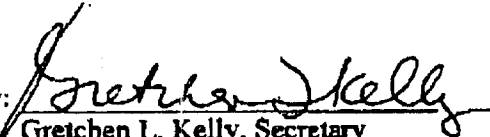
**CERTIFICATE OF CORRECTION
FILED TO CORRECT A CERTAIN ERROR
IN THE CERTIFICATE OF MERGER
FILED IN THE OFFICE OF THE SECRETARY OF STATE
OF DELAWARE ON NOVEMBER 8, 2001**

Midland Loan Services, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY THAT:

1. The name of the corporation is Midland Loan Services, Inc.
2. A Certificate of Merger was filed by the Secretary of State of Delaware on November 8, 2001 and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate of Merger to be corrected is as follows: The Certificate of Merger was dated November 5, 2001. It should have been dated November 6, 2001.
4. The date of the Certificate of Merger should be corrected to be and read as follows: "Dated: November 6, 2001."

MIDLAND LOAN SERVICES, INC.

By: 
Gretchen L. Kelly, Secretary