

03-07-2002

Docket No. **30055.200US01**

MRD
2/22/02



102006944

To the Honorable Commissioner of Patents and Trademarks, U.S. Patent and Trademark Office, Washington, D.C. 20503, and to the attached original documents or copy thereof.

1. Name of conveying party(ies):

BIG FINANCE AND INSURANCE SERVICES, INC.
(A California Corporation)

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

2. Name and address of receiving party(ies):

BIG FINANCE AND INSURANCE SERVICES, INC.
(A Nevada Corporation)
27631 La Paz Road
Laguna Niguel, CA 92677

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: December 27, 2001



02-22-2002

U.S. Patent & TMO/TM Mail Rcpt Dt. #73

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s): 75/800,087 (30055.200US01)

B. Registration No.(s): _____

Additional numbers attached? Yes No

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

Anna M. Vradenburgh
Brull Piccionelli Sarno Braun & Vradenburgh
1925 Century Park East, Suite 2350
Los Angeles, CA 90067

6. Total number of applications and registrations involved: [1]

7. Total fee (37 CFR 3.41)..... (1 x \$40.00)..\$ 40.00

Enclosed (Check #2140-THE BIGFNI.COM)

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 is true and correct and any attached copy is a true copy of the original document.

Date: 2/20/02

Name: *Anna M. Vradenburgh*
Anna M. Vradenburgh, Reg. 39,868

Total number of pages comprising cover sheet: [1]

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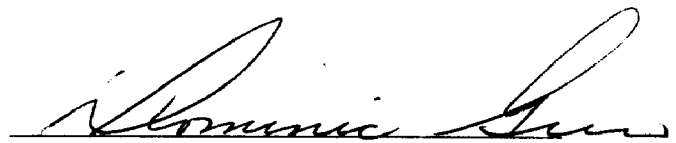
ASSIGNMENT OF TRADEMARK

WHEREAS, Big Finance and Insurance Services, Inc., a California corporation (Assignor) with an address of 27631 La Paz Road, Laguna Niguel, CA 92677, has adopted, used and is using the mark THEBIGFNI.COM an application for which has been filed in the United States Patent and Trademark Office, Serial No. 75/800087;

WHEREAS, Big Finance and Insurance Services, Inc., a Nevada corporation (Assignee) with an address of 27631 La Paz Road, Laguna Niguel, CA 92677 is desirous of acquiring the mark, the application for the mark, and any registration issuing therefrom;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the mark, together with good will of the business symbolized by the mark and the above-identified application thereof.

Dated: December 27, 2001



Assignor: Dominic Greco
Title: President and C.E.O.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JAN - 7 2002

BILL JONES, Secretary of State

**ARTICLES OF MERGER
OF**

**BIG FINANCE AND INSURANCE SERVICES, INC.,
A CALIFORNIA CORPORATION
WITH AND INTO
BIG FINANCE AND INSURANCE SERVICES, INC.,
A NEVADA CORPORATION**

FILED # C34183-01

DEC 27 2001

IN THE OFFICE OF
Dean Heller
DEAN HELLER SECRETARY OF STATE

The undersigned officers of Big Finance and Insurance Services, Inc., a Nevada corporation, as the surviving corporation ("Surviving Corporation"), agrees to a Plan and Agreement of Reorganization and do submit these Articles of Merger pursuant to the provisions of Nevada Revised Statutes 92A. The undersigned officers of Big Finance and Insurance Services, Inc., a California corporation, as the disappearing corporation ("Disappearing Corporation"), also agrees to the Plan and Agreement of Reorganization and submit these Articles of Merger pursuant to the provisions of Nevada Revised Statutes 92A.

ARTICLE 1. Constituent Corporations.

The name and jurisdiction of organization and governing law of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Big Finance and Insurance Services, Inc.	California
Big Finance and Insurance Services, Inc.	Nevada

ARTICLE 2. Adoption of the Plan and Agreement of Reorganization.

The respective Boards of Directors of the Surviving Corporation and the Disappearing Corporation have each adopted the Plan and Agreement of Reorganization dated December 21, 2001.

ARTICLE 3. Approval of Plan of Reorganization by Shareholders.

The plan of reorganization was approved by the unanimous consent of the sole shareholder of Surviving Corporation.

The plan of reorganization was submitted to the shareholders of Disappearing Corporation pursuant to the California corporations code and Nevada Revised Statutes 92A. The number of shares of common stock of Disappearing Corporation then outstanding was 16,057,851 and the number of such shares that were entitled to vote on the plan of reorganization was 16,057,851. No other class of stock was outstanding. The undisputed percentage of shares of common stock cast in favor of the plan of reorganization was Fifty-six percent (56%). The percentage of shares of common stock cast in favor of the plan of reorganization was sufficient for approval of the plan of reorganization.

ARTICLE 4. Amendments to the Articles of Incorporation of Surviving Corporation.

The Articles of Incorporation of the Surviving Corporation shall not be amended by these Articles of Merger.

ARTICLE 5. Plan and Agreement of Reorganization.

The complete and executed copy of the Plan and Agreement of Reorganization is on file at the Surviving Corporations principal place of business located at 27631 La Paz Road, Laguna Niguel, CA 92667, and will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any corporation that is a party to the merger.

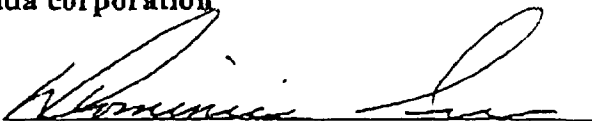
ARTICLE 6. Effective Date of Merger.

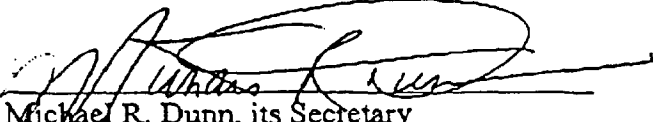
These Articles of Merger shall be effective and the merger of the Disappearing Corporation with and into the Surviving Corporation shall take effect on the 1st day of January 2002, which date is not more than ninety (90) days from the filing of these Articles of Merger.

Dated: December 21, 2001

SURVIVING CORPORATION

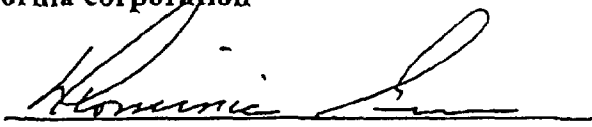
Big Finance and Insurance Services, Inc.
a Nevada corporation

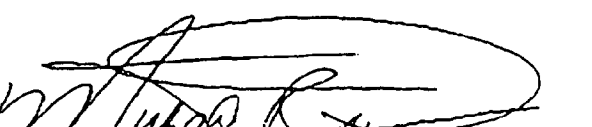
By: 
Dominic Greco, its President and CEO

By: 
Michael R. Dunn, its Secretary

DISAPPEARING CORPORATION

Big Finance and Insurance Services, Inc.
a California corporation

By: 
Dominic Greco, its President and CEO

By: 
Michael R. Dunn, its Secretary