

REC-102011341
TRADEMARK

03-14-2002
Barcode

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

1. Name of conveying party(ies):

India Exotics, Inc.

2-19-02

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Celebrity, Inc.

Internal Address: _____

Street Address: 4520 Old Troup Road, P.O. Box 6666

City: Tyler State: Texas Zip: 75707

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Texas
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,053,853; 2,283,611

Additional number(s) attached Yes No

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

Name: Thomas Yoo

Internal Address: Thompson & Knight, LLP

Street Address: 1700 Pacific Avenue
Suite 3300

City: Dallas State: Texas Zip: 75201

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- 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.

Thomas Yoo
Name of Person Signing

[Signature]
Signature

2/19/02
Date

Total number of pages including cover sheet, attachments, and document: 5

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

03/13/2002 TDIAZ1 00000181 2053853

01 FC:481 40.00 DP
02 FC:482 25.00 DP

099998 002361 DALLAS 1324889.1

TRADEMARK
REEL: 002460 FRAME: 0655



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

INDIA EXOTICS, INC.
(a Texas corporation)

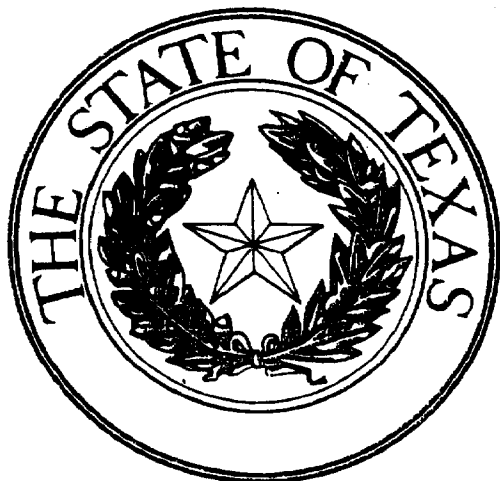
with

CELEBRITY, INC.
(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 JUNE 30, 2000

Effective JUNE 30, 2000 11:59 P.M.



Secretary of State

TRADEMARK
REEL: 002460 FRAME: 0656

Articles of Merger

of

India Exotics, Inc.
(a Texas corporation)

with and into

Celebrity, Inc.
(a Texas corporation)

FILED
In the Office of the
Secretary of State of Texas

JUN 30 2000

Corporations Section

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act (the "TBCA"), the undersigned corporation, Celebrity, Inc., a Texas corporation ("Celebrity"), adopts the following Articles of Merger for the purpose of effecting a merger of India Exotics, Inc., a Texas corporation and wholly owned subsidiary of Celebrity ("India Exotics"), with and into Celebrity in accordance with the provisions of Article 5.16 of the TBCA.

1. The name of each corporation that is a party to the merger, the type of such entity and the laws under which such entity was organized are:

<u>Name of Corporation</u>	<u>Type of Entity</u>	<u>State of Incorporation</u>
India Exotics, Inc.	For Profit Corporation	Texas
Celebrity, Inc.	For Profit Corporation	Texas

2. There are 1,000 shares of common stock, par value \$.01 per share ("Exotics Common Stock"), of India Exotics outstanding. Celebrity owns all 1,000 shares of Exotics Common Stock that are outstanding.

3. Attached as Exhibit A are the resolutions (the "Resolutions") adopted by the Board of Directors of Celebrity to merge its wholly owned subsidiary, India Exotics, with and into Celebrity in accordance with the provisions of Article 5.16 of the TBCA. The Resolutions were adopted on June 30, 2000.

4. There will be no amendments or changes to the Articles of Incorporation of Celebrity effected by this merger.

5. Celebrity shall be responsible for the payment of all fees and franchise taxes of India Exotics and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

6. The merger shall become effective as of 11:59 p.m., Central Daylight Time, on June 30, 2000.

Dated as of June 30, 2000

Celebrity, Inc.

By: Lynn Skillen
Name: LYNN SKILLEN
Title: VPT CFO

Exhibit A

Relating to the India Exotics Merger

WHEREAS, India Exotics, Inc., a Texas corporation ("India Exotics"), is a wholly owned subsidiary of the Company; and

WHEREAS, the Board of Directors of the Company has determined, in its best business judgement, that it would be in the best interest of the Company and its shareholders to merge India Exotics with and into the Company (the "India Exotics Merger"); and

WHEREAS, the Company shall be the surviving entity in the India Exotics Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Company hereby authorizes the India Exotics Merger pursuant to the provisions of Section 5.16 of the TBCA, and the Company shall be the surviving entity of such merger.

RESOLVED FURTHER, that the appropriate officers of the Company are hereby authorized in the name of and on behalf of the Company to execute and file with the Secretary of State of the State of Texas the appropriate Articles of Merger for the purpose of effectuating the India Exotics Merger in accordance with these resolutions and the applicable provisions of the TBCA.

RESOLVED FURTHER, that no changes in the Articles of Incorporation, the Bylaws, the directors or the officers of the Company shall be effected by the India Exotics Merger.