

05-23-2002



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

RE 102100934 TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

Laralev, Inc.

517102

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: December 28, 2001

2. Name and address of receiving party(ies)

Name: Advance Merchandising Company, Inc. Internal Address:

Street Address: 5673 Airport Road City: Roanoke State: VA Zip: 24012

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

76/237170

B. Trademark Registration No.(s)

1,622,118

Additional number(s) attached Yes No

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

Name: Tara A. Branscom

Internal Address: Flippin, Densmore, Morse & Jessee

Street Address: 1800 First Union Tower, Drawer 1200

City: Roanoke State: VA Zip: 24006

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.

Tara A. Branscom Name of Person Signing

[Signature] Signature

5/16/02 Date

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

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

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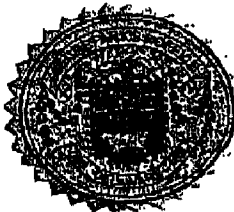
The First State

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:

"LARADEV, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ADVANCE MERCHANDISING COMPANY, INC." UNDER THE NAME OF "ADVANCE MERCHANDISING COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF VIRGINIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

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



3474462 8100M

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1545738

DATE: 01-08-02

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**CERTIFICATE OF MERGER
OF
LARALEV, INC.,
A DELAWARE CORPORATION
INTO
ADVANCE MERCHANDISING COMPANY, INC.,
A VIRGINIA CORPORATION
(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

Advance Merchandising Company, Inc. hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are:
 - (a) LARALEV, INC., a Delaware corporation; and
 - (b) Advance Merchandising Company, Inc., a Virginia corporation.
- (2) An agreement of merger, dated as of December 28, 2001, by and between LARALEV, INC. and Advance Merchandising Company, Inc. has been adopted, approved, certified, executed and acknowledged by LARALEV, INC. and Advance Merchandising Company, Inc. in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation is Advance Merchandising Company, Inc.
- (4) The certificate of incorporation of Advance Merchandising Company, Inc., as in effect immediately prior to the merger, shall be the certificate of incorporation of the surviving corporation.
- (5) The surviving corporation is a corporation of the state of Virginia.
- (6) The executed agreement of merger is on file at the principal place of business of Advance Merchandising Company, Inc. at 5673 Airport Road, Roanoke, Virginia 24012.
- (7) A copy of the agreement of merger will be furnished by Advance Merchandising Company, Inc., on request and without cost, to any stockholder of LARALEV, INC. or Advance Merchandising Company, Inc.
- (8) Advance Merchandising Company, Inc., as the surviving corporation, hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of LARALEV, INC., as well as for enforcement of any obligation of any constituent corporation in the merger arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to 8 Del.C. §262 and Advance Merchandising Company, Inc. hereby irrevocably

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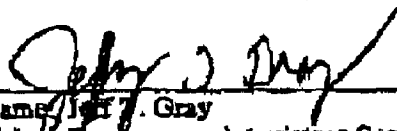
appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State to Advance Merchandising Company, Inc. at the following address:

Advance Merchandising Company, Inc.
5673 Airport Road
Roanoke, Virginia 24012

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IN WITNESS WHEREOF, Advance Merchandising Company, Inc. has caused this certificate to be signed by Jeff T. Gray, its authorized officer of the 28 day of December, 2001.

ADVANCE MERCHANDISING COMPANY, INC.



Name: Jeff T. Gray

Title: Treasurer and Assistant Secretary

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