

05-23-2002



102100795

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 5-15-02

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
12312001

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year

Name 12052001

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving

Mark if additional names of receiving parties

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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

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05/22/2002 TDIAZI 00000148 76282857

01 FC:481 40.00 OP

02 FC:482 75.00 OP

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: 002512 FRAME: 0017

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)

<input type="text" value="76282857"/>	<input type="text" value="76282838"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76282836"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76282837"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Jeffrey P. Thennisch
Name of Person Signing

Jeffrey P. Thennisch
Signature

5/13/02
Date Signed

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the MERGER DOCUMENT

for

CLEAR:BLUE, INC.

ID NUMBER: 04721C

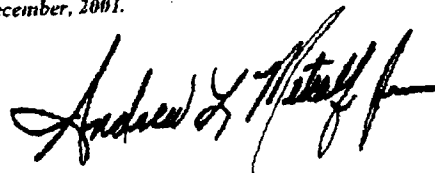
received by facsimile transmission on December 6, 2001 is hereby endorsed

Filed on December 7, 2001 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Effective Date: December 31, 2001

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 7th day of December, 2001.



Director

Bureau of Commercial Services



Sent by Facsimile Transmission 01341

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is made on December 5, 2001, between Clear!Blue X, LLC, a Michigan limited liability company ("Merging Company") and Clear!Blue, Inc. a Michigan corporation ("Acquiring Company"), collectively referred to as the "Constituent Companies."

The parties to this Agreement agree as follows:

ARTICLE I MERGER

1.1 Merger. At the Effective Time (as defined in Section 1.2), the Merging Company shall be merged with and into Acquiring Company pursuant to the terms and conditions set forth in this Agreement (the "Merger"), the Acquiring Company shall continue as the surviving corporation ("Surviving Corporation"), and the separate existence of the Merging Company shall cease.

1.2 Effective Time. As soon as practical after satisfaction or waiver of all conditions to the Merger, a certificate of merger and all other requisite filings with respect to the Merger shall be filed and recorded in accordance with Michigan law. The Merger shall be effective at such time as the certificate of merger is properly endorsed by the Michigan Department of Consumer and Industry Services, Corporation, Securities and Land Development Bureau ("Effective Time").

1.3 Articles of Incorporation. The Articles of Incorporation of Acquiring Company in effect immediately prior to the Effective Time shall be the Surviving Corporation's Articles of Incorporation, and there shall be no changes in them.

1.4 Bylaws. The Bylaws of the Acquiring Company in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation, and there shall be no changes in them.

1.5 Directors and Officers. From and after the Effective Time, until successors are elected or appointed, the directors and officers of the Acquiring Company shall continue to hold the same offices in their capacities as directors and officers of the Surviving Corporation.

1.6 Corporate Organization. As the Surviving Corporation, the Acquiring Company's separate corporate existence, with all its purposes, objects, rights, privileges, powers, certificates, and franchises, shall continue unimpaired by the Merger. The Surviving Corporation shall succeed to all the properties and assets of the Merging Company and to all the debts, chooses in action, and other interests due or belonging to the Merging Company and shall be subject to and responsible for all of the Merging Company's debts, liabilities, and duties with the effect set forth under Michigan law.

**ARTICLE V
MISCELLANEOUS**

5.1 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to constitute an original, and this Agreement shall become effective when one or more counterparts have been signed by each party and delivered to the other party.


5.2 Entire Agreement. This Agreement sets forth the entire agreement and understanding of the parties with respect to the transactions contemplated by this Agreement and supersedes all prior agreements, arrangements, negotiations, and understandings relating to the subject matter of this Agreement.

The parties have signed this Agreement effective on the date set forth on the first page of this Agreement.

Clear!Blue, Inc., a Michigan corporation

By: 
Todd P. Smith
Its: President

Clear!Blue X, LLC, a Michigan limited liability company

By: 
J. V. de la Fuente
Its: Manager

CLS 560a (10/98)

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES - CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU		
Date Received		(FOR BUREAU USE ONLY) This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.
Name RAYMOND, WALSH & ENWRIGHT, P.C. Steven J. Enwright		EFFECTIVE DATE:
Address 35055 W. Twelve Mile Rd., Suite 114		Expiration date for new assumed names:
City	State	Zip Code
Farmington Hills	MI	48331
Expiration date for transferred assumed names appear in Item 6		

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER
Cross Entity Merger for use by Profit Corporations, Limited Liability Companies
and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

Clear!Blue X, LLC B68355

Clear!Blue, Inc. 04721C

b. The name of the surviving (new) entity and its identification number is:

Clear!Blue, Inc. 04721C

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:
135 N. Old Woodward, Birmingham, Michigan 48009

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)
The merger (consolidation) shall be effective on the 31st day of December, 2001.

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3. Complete for Profit Corporations Only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Clear!Blue, Inc.	2500 common	common	common

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows: N/A

The manner and basis of converting shares are as follows: No change

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows: N/A

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporator of Clear!Blue, Inc., a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

 (Signature of Incorporator) (Type or Print Name)

 (Signature of Incorporator) (Type or Print Name)

 (Signature of Incorporator) (Type or Print Name)

 (Signature of Incorporator) (Type or Print Name)

b) The plan of merger was approved by:

____ the Board of Directors of _____
 the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

By T.P.S.
 (Signature of Authorized Officer or Agent)

By _____
 (Signature of Authorized Officer or Agent)

Todd P. Smith
 (Type or Print Name)

 (Type or Print Name)

Clear!Blue, Inc.
 (Name of Corporation)

 (Name of Corporation)

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4. Complete for any Limited Liability Companies only

Check one of the following:

- N/A There are no changes to be made to the Articles of Organization of the surviving limited liability company.
- N/A The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:

The manner and basis of converting the membership interests are as follows:

1% membership interest converts to 75 shares of common stock

The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

The Plan of Merger was approved by the members of each domestic limited liability company in accordance with section 705a(5) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

For each limited liability company involved in the merger, this document is signed in accordance with Section 103 of the Act.

Signed this 5th day of December, 2001

By 
(Signature of Member or Manager)

J.V. de la Fuente
(Type or Print Name)

Clear!Blue X, LLC
(Name of Limited Liability Company)

Signed this _____ day of _____, 2001

By _____
(Signature of Member or Manager)

(Type or Print Name)

(Name of Limited Liability Company)

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