

07-05-2002



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

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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): Caliber Collision Centers, Inc. 07/01/02
Individual(s) Association General Partnership Limited Partnership Corporation-State California Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Caliber Bodyworks, Inc. Internal Address: Street Address: 17771 Cowan Ave. Suite 100 City: Irvine State: CA Zip: 92614
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State California 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: June 1, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,770,871 2,270,592
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jessica Stone Levy Internal Address: Preston Gates & Ellis LLP Street Address: 701 Fifth Avenue Suite 5000 City: Seattle State: WA Zip: 98104

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. Jessica Stone Levy Signature Date 6/17/02

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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

TRADEMARK REEL: 002538 FRAME: 0231

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 10 2002



Bill Jones

Secretary of State

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AGREEMENT OF MERGER

BETWEEN CALIBER BODYWORKS, INC.
(a California corporation)
AND
CALIBER COLLISION CENTERS, INC.
(a California corporation)

FILED
In the Office of the Secretary of State
of the State of California

JUN 05 2001 YNB

Bill Jones
BILL JONES, Secretary of State

THIS AGREEMENT OF MERGER (this "Agreement") is entered into this 5th day of June 2001, by and between Caliber Bodyworks, Inc., a California corporation (the "Surviving Corporation"), and Caliber Collision Centers, Inc., a California corporation (the "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be cancelled and no shares of Surviving Corporation shall be issued in exchange therefor.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. The Articles of Incorporation of the Surviving Corporation shall remain in effect without amendment or revision in connection with the Merger as the Articles of Incorporation of the Surviving Corporation following the Merger.
5. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.


[remainder of page intentionally left blank]


6. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

"Surviving Corporation"


CALIBER BODYWORKS, INC.
a California corporation

By: 
Matthew Ohrnstein, President

By: 
Debra L. Morris, Secretary

"Merging Corporation"

CALIBER COLLISION CENTERS, INC.
a California corporation

By: 
Matthew Ohrnstein, President

By: 
Debra L. Morris, Secretary

**CERTIFICATE OF APPROVAL
OF
MERGER AGREEMENT**

Matthew Ohrnstein and Debra L. Morris hereby certify that:

1. They are the President and the Secretary, respectively, of Caliber Bodyworks, Inc., a California corporation (the "Corporation").
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: June 1, 2001



Matthew Ohrnstein
President



Debra L. Morris
Secretary

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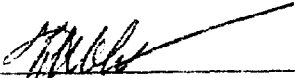
**CERTIFICATE OF APPROVAL
OF
MERGER AGREEMENT**

Matthew Ohrnstein and Debra L. Morris hereby certify that:

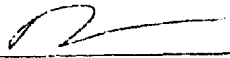
1. They are the President and the Secretary, respectively, of Caliber Collision Centers, Inc., a California corporation (the "Corporation").
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 2,534,103.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: June 1, 2001



Matthew Ohrnstein
President



Debra L. Morris
Secretary



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RECORDED: 07/01/2002

TRADEMARK
REEL: 002538 FRAME: 0236