

07-11-2002



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FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof. ATTORNEY DOCKET NO.: 03069.1000

1. Name of conveying party(ies):

Operator's Standing By, Inc.

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

7.8.02

Additional names of conveying party(ies) attached? See below*

YES NO

*Sweet, Schatz & Lewis, Inc., a Florida Corporation

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

Name: Operator's Standing By, Inc.

Internal Address:

Street Address: 2805 Fruitville Road

City: Sarasota

State: Florida

Zip: 34237

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

If Assignee is not domiciled in the United States, a domestic representative designation is attached:

YES NO

Additional name(s) and address(es) attached?

YES NO

3. Nature of conveyance:

<input type="checkbox"/> Assignment	<input checked="" type="checkbox"/> Merger	<input type="checkbox"/> Other
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Change of Name	

Execution Date: September 30, 1998

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

A. Trademark Application No. (s):

B. Trademark Registration No. (s): 1,718,588

Additional numbers attached? YES NO

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

William H. Needle
NEEDLE & ROSENBERG, P.C.
Suite 1200, The Candler Building
127 Peachtree Street, N.E.
Atlanta, Georgia 30303-1811
(404) 688-0770

6. Total number of applications and registrations involved: 1

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PATENT AND TRADEMARK OFFICE

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TRADEMARK

REEL: 002542 FRAME: 0167

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

[X] Enclosed, authorized by a signed Credit Card Payment Form PTO-2038

[] Authorized to be charged to Deposit Account.

 *
 The Commissioner is hereby authorized to charge any additional fees which
 may be required, or credit any overpayment, to Deposit Account No. 14-0629.

 *

8. Deposit account number: 14-0629

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 (Attach duplicate copy of this form if paying by deposit account)

9. 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.

William H. Needle 7-2-02

 William H. Needle Date

Total Number of Pages Including Cover Sheet, Attachments, and Document: 5

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: **BOX ASSIGNMENT**, Director of the United States Patent and Trademark Office, Washington, D.C. 20231, on this 2nd day of July, 2002.

David Thorpe 7-2-02 (7/2/02)

 David Thorpe Date

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"OPERATORS STANDING BY, INC.", A FLORIDA CORPORATION,
"SWEET, SCHATZ & LEWIS, INC.", A FLORIDA CORPORATION,
WITH AND INTO "OPERATORS STANDING BY, INC." UNDER THE NAME OF "OPERATORS STANDING BY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9368008

DATE: 10-22-98

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**OPERATORS STANDING BY, INC.,
A FLORIDA CORPORATION**

AND

**SWEET, SCHATZ & LEWIS, INC.,
A FLORIDA CORPORATION**

INTO

**OPERATORS STANDING BY, INC.,
A DELAWARE CORPORATION**

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

Operators Standing By, Inc., a Delaware corporation, desiring to merge with and into itself, Operators Standing By, Inc., a Florida corporation, and Sweet, Schatz & Lewis, Inc., a Florida corporation, pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: That Operators Standing By, Inc., a Delaware corporation, owns all of the outstanding shares of each class of capital stock of Operators Standing By, Inc., a Florida corporation, and of Sweet, Schatz & Lewis, Inc.

SECOND: That the Board of Directors of Operators Standing By, Inc., a Delaware corporation, by the following resolutions duly adopted on the 30th day of September, 1998, which resolutions have not been amended or rescinded and are now in full force and effect, determined to merge with and into itself, Operators Standing By, Inc., a Florida corporation, and Sweet, Schatz & Lewis, Inc.

THIRD: That the laws of the state of Florida permit a merger of a Florida business corporation with a business corporation of a foreign jurisdiction.

"WHEREAS, this corporation has acquired and now lawfully owns all of the capital stock of, Operators Standing By, Inc., a Florida corporation, and of Sweet, Schatz & Lewis, Inc. and desires to merge with and into itself said corporation;

"NOW, THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge with and into itself Operators Standing By, Inc., a Florida corporation,

and Sweet, Schatz & Lewis, Inc.; and further

"RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute, in its name, and to file in the proper public offices, a certificate of such ownership, setting forth a copy of these resolutions; and further

"RESOLVED, that the terms and conditions of the merger are as follows:

1. Upon the effectiveness of the merger, each outstanding share of common stock of Operators Standing By, Inc., a Florida corporation, and of Sweet, Schatz & Lewis, Inc. shall, by reason of the merger and without any action by the holder thereof, be canceled;
2. Upon the effectiveness of the merger, each outstanding share of common stock of this corporation shall remain outstanding as a share of common stock of the surviving corporation;
3. At any time prior to the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware, the Board of Directors of this corporation or any duly authorized committee thereof may determine not to effect the merger; and further

"RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgement may be necessary or proper to consummate the merger provided for by these resolutions."

IN WITNESS WHEREOF, Operators Standing By, Inc., a Delaware corporation, has caused this Certificate to be executed by its duly authorized officers this 30th day of September, 1998.

Operators Standing By, Inc.,
a Delaware corporation

By: 
Stephen G. McLean, President

ATTEST:


Raymond P. Wilson, Secretary

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