

Form PTO-1594
(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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RECORDATION FORM COVER SHEET 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):

Charlie 1 Horse Hat Company

- Individual(s)
- General Partnership
- Corporation-State Illinois
- 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: May 20, 1997

2. Name and address of receiving party(ies)

Name: RHE Hatco, Inc.

Internal

Address: _____

Street Address: 601 Marion Drive

City: Garland State: TX Zip: 75042

- Individual(s) citizenship _____
- 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
(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)
2,058,519

Additional number(s) attached Yes No

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

Name: Gregory H. Guillot

Internal Address: Haynes and Boone, LLP

Street Address: 901 Main Street, Suite 3100

City: Dallas State: TX Zip: 75202

6. Total number of applications and registrations involved: _____

1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-1394

(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.

Gregory H. Guillot

Name of Person Signing

Gregory H. Guillot
Signature

9/26/02
Date

Total number of pages including cover sheet, attachments, and document: 21

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

MAR-19-2001 13:59

P.03

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

May 20, 1997

The State Corporation Commission finds the accompanying articles submitted on behalf of

RHE, INC.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

CHARLIE 1 HORSE MAT CO. (A IL CORPORATION NOT QUALIFIED IN VA)

is merged into RHE MATCO, INC. (formerly RHE, INC.), which continues to exist under the laws of VIRGINIA with the name RHE MATCO, INC.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on May 20, 1997.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20317
97-05-20-0508

TRADEMARK

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P. 04

ARTICLES OF MERGER
 OF
 CHARLIE I HORSE HAT CO.
 AND
 RHE, INC.

Non done

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The undersigned corporations, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute the following articles of merger and set forth:

1.

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated as of May 14, 1997, is made and entered into between Charlie I Horse Hat Co., an Illinois corporation ("Charlie I Horse"), and RHE, Inc., a Virginia corporation ("RHE").

1. Constituent Corporations. Charlie I Horse Hat Co., an Illinois corporation, and RHE, Inc., a Virginia corporation, are the constituent corporations of the merger. The name of the surviving corporation of the merger is RHE, Inc., to be changed upon consummation of the merger to RHE HatCo, Inc.

2. Capitalization of Constituent Corporations. (a) The authorized capital stock of Charlie I Horse is 300 shares of common stock, no par value per share ("Charlie I Horse Common Stock"), of which 300 shares are issued and outstanding. The holders of the issued and outstanding shares of Charlie I Horse Common Stock are entitled to vote on the merger.

(b) The authorized capital stock of RHE is 100 shares of common stock, \$1.00 par value per share ("RHE Common Stock"), of which 100 shares are issued and outstanding. The holders of the issued and outstanding shares of RHE Common Stock are entitled to vote on the merger.

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MAR-19-2001 14:00

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3. Terms and Conditions of the Merger.

(a) Conversion of Securities.

(i) Each issued and outstanding share of RHE Common Stock outstanding on the Effective Date (as hereinafter defined) shall not in any way be affected by the merger.

(ii) Each issued and outstanding share of Charlie I Horse Common Stock outstanding on the Effective Date shall be cancelled so that such shares shall automatically cease to be outstanding.

(b) Certificate of Incorporation; By-Laws; Officers and Directors.

From and after the Effective Date, (i) the Certificate of Incorporation and By-Laws of RHE in effect immediately prior to the Effective Date shall continue to be the Certificate of Incorporation and By-Laws of the surviving corporation until amended or repealed in accordance with their terms and pursuant to a manner provided by law; provided, however, that the Certificate of Incorporation of RHE shall be amended by virtue of the merger to change the name of RHE to RHE HatCo, Inc. and (ii) each of the officers and directors of RHE in office immediately prior to the Effective Date shall remain the officers and directors of the surviving corporation until their respective successors are duly elected and appointed.

4. Transfer of Certificates. After the Effective Date there shall be no transfers on the stock transfer books of Charlie I Horse of the shares of Charlie I Horse Common Stock which were issued and outstanding immediately prior to the Effective Date.

5. Shareholder Authorization. This Agreement and Plan of Merger shall be submitted to the respective shareholders of Charlie I Horse and RHE for their authorization.

6. Termination. Notwithstanding authorization of this Agreement and Plan of Merger by the shareholders of Charlie I Horse and RHE, the merger contemplated herein may be abandoned by either of the constituent corporations at any time prior to the filing of the Articles of Merger with the State Corporation Commission of Virginia. The filing of the Articles of Merger shall establish conclusively that this Agreement and Plan of Merger has not been abandoned.

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7. Effective Date; Effect of Merger. (a) The effective date of the merger (the "Effective Date") shall be the date on which a certificate of merger is issued by the State Corporation Commission of Virginia.

(b) Pursuant to Section 13.1-721 of the Virginia Stock Corporation Act, the merger shall have the following effects:

(i) every other corporation party to the merger merges into the surviving corporation and the separate existence of every corporation except the surviving corporation ceases;

(ii) the title to all real estate and other property owned by each corporation party to the merger is vested in the surviving corporation without reversion or impairment;

(iii) the surviving corporation has all liabilities of each corporation party to the merger;

(iv) a proceeding pending by or against any corporation party to the merger may be continued as if the merger did not occur or the surviving corporation may be substituted in the proceeding for the corporation whose existence ceased;

(v) the articles of incorporation of the surviving corporation are amended to the extent provided in the plan of merger; and

(vi) the former holders of the shares of every corporation party to the merger are entitled only to the rights provided in the articles of merger or to their rights under Article 15 (§ 13.1-729 et seq.) of Chapter 9 of the Virginia Stock Corporation Act.

8. Counterparts. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute a single agreement.

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MAR-19-2001 14:01

P.07

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed and attested by the duly authorized officers as of the date first written above.

CHARLIE I HORSE HAT CO.

By: *John R. Tillotson*
John R. Tillotson
President

ATTEST:

Daniel S. Dross
Daniel S. Dross
Secretary

RHE, INC.

By: *John R. Tillotson*
John R. Tillotson
President

ATTEST:

Daniel S. Dross
Daniel S. Dross
Secretary

MAR-19-2001 14:01

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II.

A. The Agreement and Plan of Merger was adopted by unanimous consent of the shareholders of Charlie I Horse Hat Co.

B. The Agreement and Plan of Merger was adopted by unanimous consent of the shareholders of RHE, Inc.

III.

A. Charlie I Horse Hat Co. is incorporated in the State of Illinois. The surviving corporation, RHE, Inc., is incorporated in the State of Virginia.

B. The merger contemplated hereby is permitted by Illinois law, and Charlie I Horse Hat Co. has complied with Illinois law in effecting the merger.

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MAR-19-2001 14:01

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The undersigned President of Charlie I Horse Hat Co. declares that the facts herein stated are true as of May 2, 1997.

CHARLIE I HORSE HAT CO.

By: [Signature]
John R. Tillotson
President

The undersigned President of RHE, Inc. declares that the facts herein stated are true as of May 2, 1997.

RHE, INC.

By: [Signature]
John R. Tillotson
President

MAR-19-2001 14:01

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State of Delaware
Office of the Secretary of State

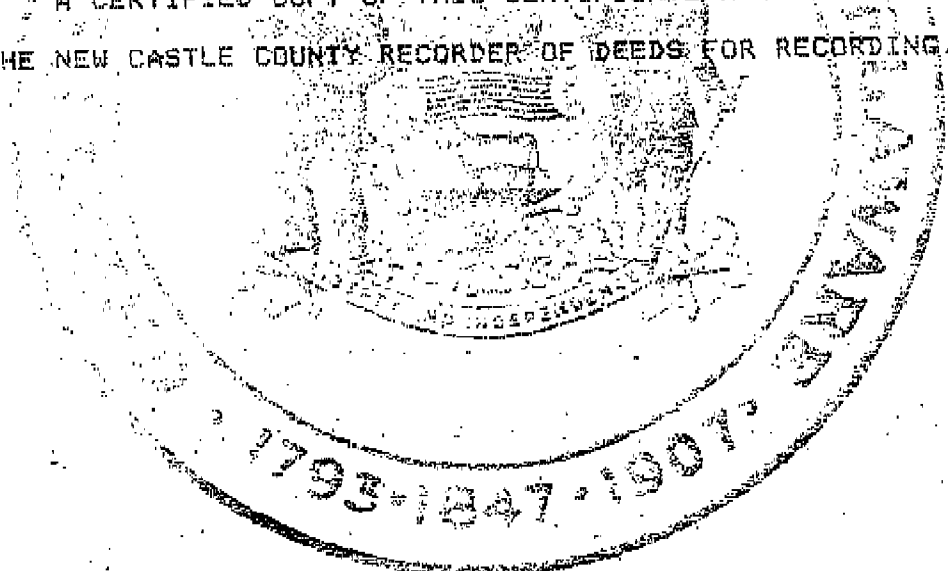
PAGE 1

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 MERGER, WHICH MERGES:

"RHE HATCO, INC.", A VIRGINIA CORPORATION,

WITH AND INTO "RHE HATCO, INC." UNDER THE NAME OF "RHE HATCO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION:

8512723

971196235

DATE:

06-16-97

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CERTIFICATE OF MERGER

OF

RHE HATCO, INC.

INTO

RHE HATCO, INC.

**(Pursuant to Section 252 of the
General Corporation Law of the
State of Delaware)**

The undersigned corporation does hereby certify:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
RHE HATCO, Inc.	Delaware
RHE HATCO, Inc.	Virginia

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is RHE HATCO, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of RHE HATCO, Inc., a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

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FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 601 Marion Drive, Garland, Texas 75042.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of RHE HATCO, Inc., a Virginia corporation, is 100 shares of common stock, \$1.00 par value per share.

EIGHTH: That this Certificate of Merger shall be effective on the date of filing.

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MAR-19-2001 14:02

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IN WITNESS WHEREOF, RHE HATCO, Inc., a Delaware corporation, has caused this Certificate of Merger to be signed by John R. Tillotson, its President, this 13th day of June, 1997.

RHE HATCO, INC., a Delaware corporation

By: *John R. Tillotson*
John R. Tillotson
President

MAR-19-2001 14:04

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

June 16, 1997

The State Corporation Commission finds the accompanying articles submitted on behalf of

RHE HATCO, INC. (A DE CORPORATION NOT QUALIFIED IN VA)

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

RHE HATCO, INC.

is merged into RHE HATCO, INC. (A DE CORPORATION NOT QUALIFIED IN VA), which continues to exist under the laws of DELAWARE with the name RHE HATCO, INC. (A DE CORPORATION NOT QUALIFIED IN VA). The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on June 16, 1997.

STATE CORPORATION COMMISSION

By



Commissioner

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97-06-16-0505

MAR-19-2001 14:03

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ARTICLES OF MERGER

OF

RHE HATCO, INC. 52740 "1000"

AND

RHE HATCO, INC. non dem (20)

The undersigned corporations, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute the following articles of merger and set forth:

I.

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated as of June 13, 1997, is made and entered into between RHE HATCO, Inc., a Virginia corporation ("RHE"), and RHE HATCO, Inc., a newly-formed Delaware corporation ("RHE HATCO"), for the purpose of effectuating the reincorporation of RHE.

1. Constituent Corporations. RHE HATCO, Inc., a Virginia corporation, and RHE HATCO, Inc., a Delaware corporation, are the constituent corporations of the merger. The name of the surviving corporation of the merger is RHE HATCO, Inc., a Delaware corporation.

2. Capitalization of Constituent Corporations. (a) The authorized capital stock of RHE is 100 shares of common stock, \$1.00 par value per share ("RHE Common Stock"), of which 100 shares are issued and outstanding. The holders of the issued and outstanding shares of RHE Common Stock are entitled to vote on the merger.

(b) The authorized capital stock of RHE HATCO is 1,000 shares of common stock, \$.01 par value per share ("RHE HATCO Common Stock"), of which 1,000 shares are issued and outstanding. The holders of the issued and outstanding shares of RHE HATCO Common Stock are entitled to vote on the merger.

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3. Terms and Conditions of the Merger.

(a) Conversion of Securities.

(i) Each issued and outstanding share of RHE HATCO Common Stock outstanding on the Effective Date (as hereinafter defined) shall not in any way be affected by the merger.

(ii) Each issued and outstanding share of RHE Common Stock outstanding on the Effective Date shall be cancelled so that such shares shall automatically cease to be outstanding.

(b) Certificate of Incorporation; By-Laws; Officers and Directors. From and after the Effective Date, (i) the Certificate of Incorporation and By-Laws of RHE HATCO in effect immediately prior to the Effective Date shall continue to be the Certificate of Incorporation and By-Laws of the surviving corporation until amended or repealed in accordance with their terms and pursuant to a manner provided by law and (ii) each of the officers and directors of RHE HATCO in office immediately prior to the Effective Date shall remain the officers and directors of the surviving corporation until their respective successors are duly elected and appointed.

4. Transfer of Certificates. After the Effective Date there shall be no transfers on the stock transfer books of RHE of the shares of RHE Common Stock which were issued and outstanding immediately prior to the Effective Date.

5. Shareholder Authorization. This Agreement and Plan of Merger shall be submitted to the respective shareholders of RHE and RHE HATCO for their authorization.

6. Termination. Notwithstanding authorization of this Agreement and Plan of Merger by the shareholders of RHE and RHE HATCO, the merger contemplated herein may be abandoned by either of the constituent corporations at any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

7. Effective Date. The effective date of the merger (the "Effective Date") shall be the date on which the Certificate of Merger is filed with the Secretary of State of the State of Delaware.

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8. Counterparts. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute a single agreement.

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MAR-19-2001 14:03

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed and attested by the duly authorized officers as of the date first written above.

RHE HATCO, INC., a Virginia corporation

By: *John R. Tillotson*
John R. Tillotson
President

ATTEST:

Daniel S. Dross
Daniel S. Dross
Secretary

RHB HATCO, INC., a Delaware corporation

By: *John R. Tillotson*
John R. Tillotson
President

ATTEST:

Daniel S. Dross
Daniel S. Dross
Secretary

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II.

A. The Agreement and Plan of Merger was adopted by unanimous consent of the shareholders of RHE HATCO, Inc., a Virginia corporation.

B. The Agreement and Plan of Merger was adopted by unanimous consent of the stockholders of RHE HATCO, Inc., a Delaware corporation.

III.

A. RHE HATCO, Inc., a Virginia corporation, is incorporated in the State of Virginia. The surviving corporation, RHE HATCO, Inc., a Delaware corporation, is incorporated in the State of Delaware.

B. The merger contemplated hereby is permitted by Delaware law, and RHE HATCO, Inc., a Delaware corporation, has complied with Delaware law in effecting the merger.

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MAR-19-2001 14:04

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The undersigned President of RHE HATCO, Inc., a Virginia corporation, declares that the facts herein stated are true as of June 13, 1997.

RHE HATCO, INC., a Virginia corporation

By: John R. Tillotson
John R. Tillotson
President

The undersigned President of RHE HATCO, Inc., a Delaware corporation, declares that the facts herein stated are true as of June 13, 1997.

RHE HATCO, INC., a Delaware corporation

By: John R. Tillotson
John R. Tillotson
President