

08-12-2002



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Form PTO-1594

(Rev. 03-01)

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

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TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

U S WEST, Inc.

08-06-02

☐ Individual(s)☐ Association☐ General Partnership☐ Limited Partnership☒ Corporation-State Delaware☐ Other _____Additional name(s) of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment☒ Merger☐ Security Agreement☐ Change of Name☐ Other _____Execution Date: June 30, 2000

2. Name and address of receiving party(ies)

Name: Qwest Communications International Inc.Internal Address: Suite 3800Street Address: 1801 California StreetCity: DenverState: COZIP: 80202☐ 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

(Designation 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):

2,366,121 FULL CHOICEAdditional numbers attached? ☐ Yes ☒ No

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

Name: Lesley S. Craig
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(415) 576-0200

6. Total number of applications and registrations involved1

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

☐ Enclosed☒ Authorized to be charged to deposit account8. Deposit account number: 20-1430

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

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

8. Gretchen Prochaska

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: 17

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

TRADEMARK
REEL: 2559 FRAME: 0870

**CERTIFICATE OF MERGER
OF
U S WEST, Inc.
INTO
QWEST COMMUNICATIONS INTERNATIONAL INC.**

**Pursuant to Section 251 of the
Delaware General Corporation Law**

Qwest Communications International Inc., a Delaware corporation, which desires to merge with U S WEST, Inc., a Delaware corporation, hereby certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
U S WEST, Inc.	Delaware
Qwest Communications International Inc.	Delaware

SECOND: The Agreement and Plan of Merger, dated as of July 18, 1999, between each of the constituent corporations to the merger (as amended, the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

THIRD: Qwest Communications International Inc. is the surviving corporation of the merger.

FOURTH: The merger shall be effective as of the time of the filing of this Certificate.

FIFTH: The certificate of incorporation, as amended, of Qwest Communications International Inc. (the "Certificate of Incorporation") shall be the certificate of incorporation of the surviving corporation of the merger, except that the Certificate of Incorporation shall be amended in the merger to read in full as set forth in Exhibit A hereto.

SIXTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation, 1801 California Street, Denver, Colorado 80202.

SEVENTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

[Remainder of Page Intentionally Left Blank.]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed by its authorized officers.

Dated: June 30, 2000

QWEST COMMUNICATIONS
INTERNATIONAL INC.

By: Drake S. Tempest
Drake S. Tempest
Authorized Signatory

**RESTATED CERTIFICATE OF INCORPORATION
OF
QWEST COMMUNICATIONS INTERNATIONAL INC.**

ARTICLE 1

Name

The name of the corporation is Qwest Communications International Inc. (the "Corporation").

ARTICLE 2

Address of Registered Office; Name of Registered Agent

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at that address is The Corporation Trust Company.

ARTICLE 3

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "Corporation Law").

ARTICLE 4

Powers

The Corporation shall have all powers that may now or hereafter be lawful for a corporation to exercise under the Corporation Law.

ARTICLE 5

Capital Stock

Section 5.01. Authorization. The aggregate number of shares of stock which the Corporation shall have authority to issue is five billion two hundred million (5,200,000,000) shares, of which five billion (5,000,000,000) shares shall be shares of common stock having a par value of \$0.01 per share (the "**Common Stock**"), and two hundred million (200,000,000) shares shall be shares of a class of preferred stock having a par value of \$1.00 per share (the "**Preferred Stock**") and issuable in one or more series as hereinafter provided. For purposes of this Article 5, references to the "**Board of Directors**" shall refer to the Board of Directors of the Corporation, as established in accordance with Article 6 of the Certificate of Incorporation of the Corporation and references to "the Certificate of Incorporation of the Corporation" shall refer to this Restated Certificate of Incorporation as the same may be amended from time to time.

Section 5.02. Common Stock. The shares of Common Stock of the Corporation shall be of one and the same class. The holders of Common Stock shall have one vote per share of Common Stock on all matters on which holders of Common Stock are entitled to vote. Except as otherwise provided by law or by the terms of any outstanding series of Preferred Stock, the entire voting power of the stockholders of the Corporation shall be vested in the holders of Common Stock of the Corporation, who shall be entitled to vote on any matter on which the holders of stock of the Corporation shall, by law or by the provisions of the Certificate of Incorporation or bylaws of the Corporation, be entitled to vote.

Section 5.03. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized, by resolution adopted and filed in accordance with law, to fix the number of shares in each series, the designation thereof, the voting powers, preferences and relative, participating, optional or other special rights thereof, and the qualifications or restrictions thereon, of each series and the variations in such voting powers and preferences and rights as between series. Any shares of any series of Preferred Stock purchased, exchanged, converted or otherwise acquired

by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock, without designation as to series, and may be reissued as part of any series of Preferred Stock created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth in this Certificate of Incorporation or in such resolution or resolutions.

ARTICLE 6

Board of Directors

Section 6.01. *Number of Directors.* The number of Directors shall be fixed by the bylaws of the Corporation, but shall not be less than six nor more than seventeen.

Section 6.02. *Powers of the Board of Directors.* The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors selected as provided by law and the Certificate of Incorporation and the bylaws of the Corporation. In furtherance, and not in limitation, of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to:

(a) adopt, amend, alter, change or repeal bylaws of the Corporation; *provided, however,* that no bylaw hereafter adopted shall invalidate any prior act of the Corporation that would have been valid if such new bylaws had not been adopted;

(b) subject to the bylaws as from time to time in effect, determine the rules and procedures for the conduct of the business of the Board of Directors and the management and direction by the Board of Directors of the business and affairs of the Corporation, including the power to designate and empower committees of the Board of Directors, to elect, or authorize the appointment of, and empower officers and other agents of the Corporation, and to determine the time and place of, the notice requirements for, and the manner of conducting, Board meetings, as well as other notice requirements for, and the manner of taking, Board action; and

(c) exercise all such powers and do all such acts as may be exercised or done by the Corporation, subject to the provisions of the Corporation Law and the Certificate of Incorporation and bylaws of the Corporation.

Section 6.03. *Classified Board of Directors.* The directors, other than those who may be elected solely by the holders of shares of any class or series of

stock having a preference over the common stock of the Corporation as to dividends or to distributions upon liquidation or dissolution and winding-up of the Corporation pursuant to the terms of Article 5 of the Certificate of Incorporation of the Corporation, shall be classified, with respect to the time for which they severally hold office, into three classes, with each class to hold office until its successors are elected and qualified. Subject to the rights of the holders of any series of Preferred Stock, at each annual meeting of the stockholders, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election.

Section 6.04. *Vacancies.* Except as otherwise required by law and subject to the rights of the holders of any series of Preferred Stock, any vacancy in the Board of Directors for any reason and any newly created directorship resulting by reason of any increase in the number of directors may be filled only by the Board of Directors (and not by the stockholders), by resolution adopted by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum (or by a sole remaining director); *provided, however*, that if not so filled, any such vacancy shall be filled by the stockholders at the next annual meeting or at a special meeting called for that purpose. Any director so appointed shall hold office until the next meeting of stockholders at which directors of the class for which such director has been chosen are to be elected and until his or her successor is elected and qualified.

Section 6.05. *Removal of Directors.* Except as may be provided in respect of any series of Preferred Stock pursuant to Article 5 with respect to any directors elected solely by the holders of such series of Preferred Stock, any director (including all members of the Board of Directors) may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least 80% of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class. For the purposes of this Section 6.05, "cause" shall mean the willful and continuous failure of a director to substantially perform such director's duties to the Corporation (other than any such failure resulting from incapacity due to physical or mental illness) or the willful engaging by a director in gross misconduct materially and demonstrably injurious to the Corporation.

ARTICLE 7

Stockholder Actions and Meetings of Stockholders

Subject to the rights of the holders of any series of Preferred Stock, any

action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of such holders and may not be effected by written consent in lieu of a meeting of such holders. Subject to the rights of the holders of any series of Preferred Stock, special meetings of stockholders of the Corporation may be called only by the Chairman of the Board of Directors of the Corporation or the Board of Directors pursuant to a resolution adopted by a majority of the members of the Board of Directors then in office. Elections of directors need not be by written ballot, unless otherwise provided in the bylaws. For purposes of all meetings of stockholders, a quorum shall consist of a majority of the shares entitled to vote at such meeting of stockholders, unless otherwise required by law or, in respect of a meeting of the holders of any series of Preferred Stock, by the provisions of Section 5.03 or Section 6.05.

ARTICLE 8

Limitation on Liability of Directors

No person shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, including without limitation for serving on a committee of the Board of Directors; *provided, however*, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) arising under Section 174 of the Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. Any amendment, repeal or modification of this Article 8 shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, repeal or modification.

ARTICLE 9

Certain Business Combinations

Section 9.01. *Vote Required for Certain Business Combinations.* Except as otherwise expressly provided in Section 9.02 of this Article, in addition to any affirmative vote required by law or by any other provision of the Certificate of Incorporation of the Corporation, the affirmative vote of the holders of not less than 80% of the outstanding shares of "Voting Stock" (as hereinafter defined) of the Corporation voting together as a single class shall be required for the approval

or authorization of any **"Business Combination"** (as hereinafter defined) of the Corporation with any **"Related Person"** (as hereinafter defined). For the purpose of this Article:

(a) The term **"Business Combination"** shall mean (1) any merger or consolidation of the Corporation or a Subsidiary (as hereinafter defined) of the Corporation with or into a Related Person or of a Related Person with or into the Corporation or a Subsidiary of the Corporation; (2) any sale, lease, exchange, transfer, or other disposition, including, without limitation, a mortgage or any other hypothecation or transfer as collateral, of all or any **"Substantial Part"** (as hereinafter defined) of the assets either of the Corporation (including, without limitation, any voting securities of a Subsidiary) or of a Subsidiary of the Corporation to a Related Person; (3) the issuance of any securities (other than by way of a distribution to stockholders made pro rata to all holders of the class of stock to receive the distribution) of the Corporation or a Subsidiary of the Corporation to a Related Person; (4) the acquisition by the Corporation or a Subsidiary of the Corporation of any securities of a Related Person; (5) any recapitalization that would have the effect, directly or indirectly, of increasing the voting power of a Related Person; (6) any merger of the Corporation into a Subsidiary of the Corporation; or (7) any agreement, contract, or other arrangement providing for any of the transactions described in this definition of **"Business Combination."**

(b) The term **"Continuing Director"** shall mean any member of the Board of Directors who is neither Affiliated (as defined below) nor Associated (as defined below) with the Related Person and who was a member of the Board of Directors prior to the time that the Related Person became a Related Person, and any successor of a Continuing Director who is recommended to succeed a Continuing Director then a member of the Board of Directors.

(c) The term **"Related Person"** shall mean and include any individual, corporation, partnership, or other person or entity which, together with its **"Affiliates"** and **"Associates,"** **"Beneficially Owns"** (as hereinafter defined), in the aggregate ten percent (10%) or more of the outstanding Voting Stock of the Corporation, and any Affiliate or Associate of any such individual, corporation, partnership, or other person or entity.

(d) The term **"Substantial Part"** shall mean more than 80% of the book value of the total consolidated assets of the Corporation as reported in the consolidated financial statements of the Corporation and its subsidiaries as of the end of its most recent fiscal year ending prior to the time as of which a **"Substantial Part"** is to be determined.

(e) The term **"Voting Stock"** shall mean all outstanding shares of capital

stock of the Corporation entitled to vote generally in the election of directors of the Corporation and each reference to a percentage of shares of Voting Stock shall refer to such percentage of the votes entitled to be cast by such shares.

(f) The terms "Affiliate" and "Associate" shall have the meanings set forth in Rule 12b-2 under the Securities Exchange Act of 1934, as amended.

(g) The term "Beneficially Owns" shall have the meaning set forth in Rule 13d-3 under the Securities Exchange Act of 1934, as amended, *provided, however, that*, any shares of Voting Stock of the Corporation that any Related Person has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, shall be deemed Beneficially Owned by the Related Person whether immediately exercisable or exercisable within ten years of the date as of which Beneficial Ownership is to be determined.

(h) The term "Subsidiary" with respect to the Corporation shall mean any corporation, partnership, limited liability company, business trust or similar entity in which a majority of any class of any equity security is owned directly or indirectly by the Corporation.

Section 9.02. *When Higher Vote Is Not Required.* The provisions of Section 9.01 of this Article shall not be applicable to any particular Business Combination and such Business Combination shall require only such affirmative vote as may be required by law or by any other provision of this Certificate of Incorporation of the Corporation, if all of the conditions specified in either of the following paragraphs (a) or (b) are met:

(a) the Business Combination shall have been approved by a vote of not less than a majority of the Continuing Directors, or

(b) all of the following conditions shall have been met:

(i) The aggregate amount of cash and the Fair Market Value (as hereinafter defined) as of the date of the consummation of the Business Combination of the consideration, other than cash, to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the highest of the following:

(A) if applicable, the highest price per share (including any brokerage commissions, transfer taxes, and soliciting dealers' fees) paid by the Related Person for any shares of Common Stock acquired by it (i) within the two year period immediately prior to the first public announcement of the proposal of the Business Combination (the "Announcement Date") or (ii) in the transaction

in which it became a Related Person; or

(B) the Fair Market Value per share of Common Stock on the Announcement Date or on the date on which the Related Person became a Related Person (such latter date is referred to in this Article as the "Determination Date"), whichever is higher; and

(1) The aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of the consideration, other than cash, to be received per share by holders of shares of any class or series of outstanding Voting Stock, other than Common Stock, shall be at least equal to the highest of the following (it being intended that the requirements of this subparagraph (B)(2) shall be required to be met with respect to every class or series of outstanding capital stock of the Corporation other than Common Stock, whether or not the Related Person has previously acquired any shares of such class or series of Voting Stock):

(aa) if applicable, the highest per share price (including any brokerage commission, transfer taxes, and soliciting dealers' fees) paid by the Related Person for any shares of such class or series of Voting Stock acquired by it (i) within the two year period immediately prior to the Announcement Date or (ii) in the transaction in which it became a Related Person, whichever is higher; or

(bb) if applicable, the redemption price of the shares of such class or series, or if such shares have no redemption price, the highest amount per share which such class or series would be entitled to receive upon liquidation of the Corporation on the Announcement Date or the Determination Date, whichever is higher; or

(cc) the Fair Market Value per share of such class or series of Voting stock on the Announcement Date or on the Determination Date, whichever is higher; and

(ii) the consideration to be received in such Business Combination by holders of each class or series of outstanding Voting Stock

(including Common Stock) shall be in cash or in the same form as the Related Person has previously paid for shares of such class or series of Voting Stock; *provided, however*, that if the Related Person has paid for shares of any class or series of Voting Stock with varying forms of consideration, the form of consideration for such class or series of Voting Stock shall be either cash or the form used to acquire the largest number of shares of such class or series of Voting Stock previously acquired by it; and

(iii) a proxy statement responsive to the requirements of the Securities Exchange Act of 1934, as amended, shall have been mailed to public stockholders of the Corporation for the purpose of soliciting stockholder approval of the Business Combination and shall have contained at the front thereof, in a prominent place, any recommendations as to the advisability (or inadvisability) of the Business Combination that the Continuing Directors, or any of them, may choose to state and, if deemed advisable by a majority of the Continuing Directors, an opinion of a reputable investment banking firm as to the fairness (or not) of the terms of the Business Combination, from the point of view of the remaining public stockholders of the Corporation (such investment banking firm to be selected by a majority of the Continuing Directors and to be paid a reasonable fee for their services by the Corporation upon receipt of the opinion).

Section 9.03. *Certain Definitions and Additional Provisions.* For the purposes of this Article:

(a) "Fair Market Value" shall mean:

(i) in the case of stock, the highest closing sale price during the date in question of a share of such stock on the Composite Tape for New York Stock Exchange Listed Stocks, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Securities Exchange Act of 1934, as amended, on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in Market Value on the date in question of a share of such stock as determined by the Continuing Directors in good faith, which determination shall be final; and

(ii) in the case of property other than cash or stock, the Fair Market Value of such property on the date in question as determined by the Continuing Directors in good faith, which determination shall be final.

(b) The Board of Directors, with the approval of a majority of the total number of Continuing Directors, shall have the power and duty to determine, on the basis of information known to it after reasonable inquiry, all facts necessary to determine compliance with this Article, including, without limitation, (i) whether a person is a Related Person, (ii) the number of shares of Voting Stock Beneficially Owned by any person, (iii) whether a person is an Affiliate or Associate of another person, (iv) whether the applicable conditions set forth in paragraph (B) of Section 9.02(b) have been met with respect to any Business Combination, and (v) whether the proposed transaction is a Business Combination. Any such determinations shall be final.

Section 9.04. *Amendment of this Article.* This Article may be amended, altered, changed, or repealed only by the affirmative vote of the holders of at least 80% of the outstanding shares of Voting Stock voting together as a single class unless the proposed amendment, alteration, change, or repeal has been recommended to the stockholders by the Board of Directors with the approval of at least two-thirds of the Continuing Directors, in which event the proposed amendment, alteration, change, or repeal shall require for approval the affirmative vote of the holders of at least 66 2/3% of the outstanding shares of Voting Stock, voting as a single class.

ARTICLE 10

Bylaws

The Board of Directors shall have the power to adopt, amend, alter, change or repeal bylaws of and for the Corporation by the affirmative vote of 66 2/3% of the members then in office; *provided, however,* that the first, third, and fourth sentences of Section 3.02(a), the second sentence of Section 4.01, Section 5.01(a), the second sentence of Section 5.02, Section 5.05 (except for the third, fourth, and fifth sentences of the last paragraph thereof), the third sentence of Section 5.13, the proviso in the first sentence of Article 10, and the last sentence of Article 10 of the bylaws may only be amended or repealed by an affirmative vote of 75% of the Board of Directors of the Corporation. The affirmative vote of the holders of at least 80% of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class shall be required to adopt, amend, alter, change or repeal bylaws of the Corporation (notwithstanding the fact that approval by a lesser percentage may be permitted by the Corporation Law); *provided, however,* that the first, third, and fourth sentences of Section 3.02(a), the second sentence of Section 4.01, Section 5.01(a), the second sentence of Section 5.02, Section 5.05 (except for the third, fourth, and fifth sentences of the last paragraph thereof), the

third sentence of Section 5.13, the proviso in the first sentence of Article 10, and the last sentence of Article 10 of the bylaws may be amended or repealed by the affirmative vote of 75% of the then outstanding shares of Common Stock.

ARTICLE 11

Amendment of Certificate of Incorporation

The Corporation hereby reserves the right from time to time to amend, alter, change or repeal any provision contained in the Certificate of Incorporation of the Corporation in any manner permitted by the Corporation Law and all rights and powers conferred upon stockholders, directors and officers herein are granted subject to this reservation. In addition to any vote otherwise required by law, and except as may otherwise be provided in Article 5 or 9 hereof, any such amendment, alteration, change or repeal shall require approval of both (i) the Board of Directors by the affirmative vote of a majority of the members then in office and (ii) the holders of a majority of the voting power of all of the shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, except that any proposal to amend, alter, change or repeal the provisions of Section 6.03 of Article 6, Section 6.05 of Article 6, Article 7, Article 10 and this Article 11 shall require the affirmative vote of the holders of 80% of the voting power of all of the shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

Delaware

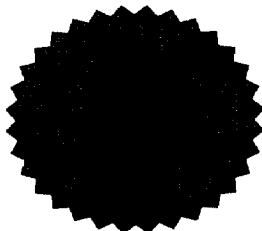
PAGE 1

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:

"U S WEST, INC.", A DELAWARE CORPORATION,

WITH AND INTO "QWEST COMMUNICATIONS INTERNATIONAL INC." UNDER THE NAME OF "QWEST COMMUNICATIONS INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 8:40 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2718311 8100M

AUTHENTICATION: 1863145

020406609

DATE: 07-01-02

RECORDED: 08/06/2002

TRADEMARK
REEL: 2559 FRAME: 0885