

08-27-2002



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Docket No.:

9922.004

Tab settings

To the Honorable Commissioner of Patents

102202400

attached original documents or copy thereof.

1. Name of conveying party(ies):

Caldwell-Spartin, Inc.
1640 Powers Ferry Rd., Bldg. 15
Marietta, GA 30067

8/22/02

- Individual(s)
- General Partnership
- Corporation-State Georgia
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

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

Name: VCG, Inc.

Internal Address: Suite 100

Street Address: 5555 Triangle Parkway

City: Norcross State: GA ZIP: 30092

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Georgia
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 26, 2001

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

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

2,196,197

Additional numbers Yes No

FINANCE SECTION
AUG 22 AM 8:55
TELETYPE RECORDS

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

Name: John C. Borden, Esq.

Internal Address: Red Hot Law Group of McKenna Long

& Aldridge, LLP

The Biltmore, Suite 400

Street Address: 817 W. Peachtree St. NW

City: Atlanta State: GA ZIP: 30308

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 540.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08/26/2002 TDI A21 00000131 2196197

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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.

John C. Borden

Name of Person Signing

John C. Borden

Signature

August 15, 2002

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 002570 FRAME: 0072

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 022170984
CONTROL NUMBER : K403581
DATE INC/AUTH/FILED: 02/03/1994
JURISDICTION : GEORGIA
PRINT DATE : 08/05/2002
FORM NUMBER : 215

RED HOT LAW GROUP
TRISH ROGERS
817 WEST PEACHTREE ST STE 400
ATLANTA, GA 30308

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

VCG, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

TRADEMARK

REEL: 002570 FRAME: 0073

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 010870106
CONTROL NUMBER : K403581
EFFECTIVE DATE : 03/27/2001
REFERENCE : 0070
PRINT DATE : 03/28/2001
FORM NUMBER : 411

KING & SPALDING
JUDY J. ROLAND
191 PEACHTREE STREET
ATLANTA GA 30303

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

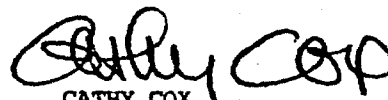
Surviving Entity:

VCG, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

CALDWELL-SPARTIN, INC., A GEORGIA CORPORATION




CATHY COX
SECRETARY OF STATE

TRADEMARK
REEL: 002570 FRAME: 0074

CERTIFICATE OF MERGER

OF

CALDWELL-SPARTIN, INC.

WITH AND INTO

VCG, INC.

**PURSUANT TO SECTION 14-2-1105 OF
THE GEORGIA BUSINESS CORPORATION CODE (THE "CODE")**

The undersigned corporation, as of the 26th day of March, 2001, DOES HEREBY CERTIFY:

1. Caldwell-Spartin, Inc., a Georgia corporation, is merging with and into, VCG, Inc., a Georgia corporation (the "Merger"). VCG, Inc. will be the surviving corporation (the "Surviving Corporation") following the Merger.
2. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the effective date of the Merger (the "Effective Date") shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date.
3. The executed Plan and Agreement of Merger (the "Plan of Merger") is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 5555 Triangle Parkway, Suite 100, Norcross, GA 30092.
4. A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any corporation that is a party to the Merger.
5. The Plan of Merger was duly approved by the shareholders of Caldwell-Spartin, Inc.
6. The approval of the Plan of Merger by the shareholders of VCG, Inc. was not required pursuant to Section 14-2-1103(h) of the Code.
7. The Surviving Corporation certifies that a request for publication of a Notice of Merger and a publishing fee of \$40.00 will be mailed or delivered to an authorized newspaper, as required by §14-2-1105.1(b) of the Code.

IN WITNESS WHEREOF, the undersigned corporation has caused its duly authorized officer to execute and deliver this Certificate of Merger as of the date first set forth above.

VCG, INC.

By: 
Name: Mark S. Van Laker
Title: Chief Executive Officer

SECRETARY OF STATE
01 MAR 27 PM 12: 02
CORPORATIONS DIVISION

III

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

CERTIFICATE OF MAILING UNDER 37 CFR 1.8

Registrant: **VCG, Inc.**
Registration Serial No.: **2,196,197**
Registration Date: **July 16, 1996**
Mark: **STAFFSUITE**
Docket Ref: **9922.004**

Date of First Class Mail: **August 15, 2002**

ENCLOSURES

1. Certificate of Mailing
2. Trademark Transmittal
3. Recordation Form Cover Sheet
4. Certificate of Merger
5. Check in the amount of \$40.00
6. Return Receipt Postcard

I HEREBY CERTIFY THAT THE ENCLOSURES AND FEE ARE BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL UNDER 37 CFR 1.8 ON THE DATE INDICATED ABOVE AND IS ADDRESSED TO BOX ASSIGNMENTS, DIRECTOR - U.S. PATENT AND TRADEMARK OFFICE, WASHINGTON, D.C. 20231.

Lyza L. Sandgren
(Name typed or printed)


(Signature)

ATLANTA 4473532.1
TRADEMARK

RECORDED: 08/22/2002

REEL: 002570 FRAME: 0077