

09-27-2002



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

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

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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):

The GEM Group, Inc.

9-24-02

- Individual(s)
- General Partnership
- Corporation-State
- 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: 07/03/01

2. Name and address of receiving party(ies)

Name: CSS Stellar GEM Group, Inc.

Internal Address: Suite 1000

Street Address: 5 Concourse Parkway

City: Atlanta State: GA Zip: 30328

- 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) 76/143,142  
76/157,993

B. Trademark Registration No.(s) \_\_\_\_\_

Additional number(s) attached  Yes  No

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

Name: Michael D. Johns

Internal Address: Dinsmore & Shohl LLP  
1900 Chemed Center

Street Address: 255 East Fifth Street

City: Cincinnati State: OH Zip: 45202

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: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.

Michael D. Johns  
Name of Person Signing

Signature

9/19/02  
Date

3

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

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

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P. O.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:00 PM 07/03/2002  
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**CERTIFICATE OF MERGER**  
**OF**  
**CSS STELLAR ACQUISITION CORPORATION**  
**AND**  
**THE GEM GROUP, INC.**

It is hereby certified that:

1. The constituent business corporations participating in the merger are:
  - (I) CSS Stellar Acquisition Corporation, a Delaware corporation; and
  - (II) The GEM Group, Inc., a Georgia corporation.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law.
3. The surviving corporation in the merger is CSS Stellar Acquisition Corporation, which will continue its existence under the name CSS Stellar GEM Group, Inc.
4. The Certificate of Incorporation of CSS Stellar Acquisition Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation, except that Article I shall be amended to read as follows:
 

"Article I. NAME

The name of the corporation is CSS Stellar GEM Group, Inc. (the "Corporation")."

and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of the surviving corporation until further amended and changed pursuant to the Delaware General Corporation Law.
5. The executed Agreement and Plan of Merger between the constituent corporations is on file at the principal place of business of the surviving corporation, the address of which is as follows:

CSS Stellar GEM Group, Inc.  
5 Cotuitna Parkway

15 FAX 404 815 3509

SMITH GAMBRELL & RUSSELL

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Suite 1000  
Atlanta, Georgia 30328

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of each of the constituent corporations.

7. The authorized capital of The GEM Group, Inc. consists of 4,000,000 shares of common stock of no par value, and 4,000 shares of preferred stock of no par value.

Executed on this 17<sup>th</sup> day of July, 2001.

CSE STELLAR ACQUISITION  
CORPORATION

By: [Signature]  
Name: Carol Kaus  
Title: Secretary