

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1

Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Laralev, Inc.		12/28/2001	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Advance Merchandising Company, Inc.		
<b>Street Address:</b>	5673 Airport Road		
<b>City:</b>	Roanoke		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	24012		
<b>Entity Type:</b>	CORPORATION: VIRGINIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>		
<b>Registration Number:</b>	0440857		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(540)510-3050		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	540-510-3000		
<b>Email:</b>	trademarks@flippindensmore.com		
<b>Correspondent Name:</b>	Tara A. Branscom		
<b>Address Line 1:</b>	1800 First Union Tower, Drawer 1200		
<b>Address Line 4:</b>	Roanoke, VIRGINIA 24006		
<b>ATTORNEY DOCKET NUMBER:</b>	0059-032		
<b>NAME OF SUBMITTER:</b>	Tara A. Branscom		

Total Attachments: 4

OP \$40.00 0440857

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# Delaware

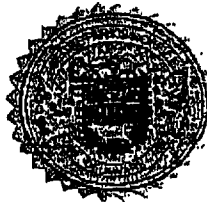
PAGE 1

*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:

"LARALEV, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "ADVANCE MERCHANDISING COMPANY, INC." UNDER  
THE NAME OF "ADVANCE MERCHANDISING COMPANY, INC.", A CORPORATION  
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF VIRGINIA,  
AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF  
DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

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



3474462 8100M

010672808

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1545738

DATE: 01-08-02

CERTIFICATE OF MERGER  
OF  
LARALEV, INC.,  
A DELAWARE CORPORATION  
INTO  
ADVANCE MERCHANDISING COMPANY, INC.,  
A VIRGINIA CORPORATION  
(UNDER SECTION 252 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE)

Advance Merchandising Company, Inc. hereby certifies that:

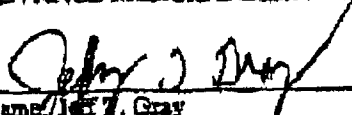
- (1) The name and state of incorporation of each of the constituent corporations are:
  - (a) LARALEV, INC., a Delaware corporation; and
  - (b) Advance Merchandising Company, Inc., a Virginia corporation.
- (2) An agreement of merger, dated as of December 28, 2001, by and between LARALEV, INC. and Advance Merchandising Company, Inc. has been adopted, approved, certified, executed and acknowledged by LARALEV, INC. and Advance Merchandising Company, Inc. in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation is Advance Merchandising Company, Inc.
- (4) The certificate of incorporation of Advance Merchandising Company, Inc., as in effect immediately prior to the merger, shall be the certificate of incorporation of the surviving corporation.
- (5) The surviving corporation is a corporation of the state of Virginia.
- (6) The executed agreement of merger is on file at the principal place of business of Advance Merchandising Company, Inc. at 5673 Airport Road, Roanoke, Virginia 24012.
- (7) A copy of the agreement of merger will be furnished by Advance Merchandising Company, Inc., on request and without cost, to any stockholder of LARALEV, INC. or Advance Merchandising Company, Inc.
- (8) Advance Merchandising Company, Inc., as the surviving corporation, hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of LARALEV, INC., as well as for enforcement of any obligation of any constituent corporation in the merger arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to 8 Del.C. §262 and Advance Merchandising Company, Inc. hereby irrevocably

appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State to Advance Merchandising Company, Inc. at the following address:

Advance Merchandising Company, Inc.  
5673 Airport Road  
Roanoke, Virginia 24012

IN WITNESS WHEREOF, Advance Merchandising Company, Inc. has caused this certificate to be signed by Jeff T. Gray, its authorized officer of the 25 day of December, 2001.

ADVANCE MERCHANDISING COMPANY, INC.

  
\_\_\_\_\_  
Name: Jeff T. Gray  
Title: Treasurer and Assistant Secretary