

02-05-2003



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Docket No.:

9922.004

Tab settings

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the attached original documents or copy thereof.

1. Name of conveying party(ies):

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

2.3.03

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

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

3. Nature of conveyance:

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

Execution Date: March 27, 2001

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

Name: VCG, Inc.

Internal Address: Suite 250

Street Address: 1850 Old Alabama Rd.

City: Roswell State: GA ZIP: 30076

- 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 N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,096,858

Additional numbers Yes No

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

Name: Frank S. Benjamin, Esq.
Internal Address: McKenna Long & Aldridge LLP
Suite 5300

Street Address: 303 Peachtree St., NE

City: Atlanta State: GA ZIP: 30308

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:

DO NOT USE THIS SPACE

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40.00 DP

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.

Frank S. Benjamin, Esq.

Name of Person Signing

Signature

January 28, 2003

Date

Total number of pages including cover sheet, attachments, and

8

TRADEMARK

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

TRADEMARK