

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Truckload USA, Inc.		05/29/2003	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Truckload USA, Inc.
Street Address:	8321 John Carpenter Freeway
City:	Dallas
State/Country:	TEXAS
Postal Code:	75247
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number
Serial Number:	76097527
Serial Number:	76500191
Registration Number:	2595781
Registration Number:	2583489

CORRESPONDENCE DATA

Fax Number: (214)999-9024
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 214/969-1172
 Email: pto_dallas@tklaw.com
 Correspondent Name: Heather C. Brunelli
 Address Line 1: 1700 Pacific Avenue
 Address Line 2: Suite 3300
 Address Line 4: Dallas, TEXAS 75201

CH \$115.00 76097527

NAME OF SUBMITTER:

Heather C. Brunelli

Total Attachments: 4

source=Certificate of Merger.TIF

source=Certificate of Merger p. 2.TIF

source=Certificate of Merger p. 3.TIF

source=Certificate of Merger p. 4.TIF

Delaware

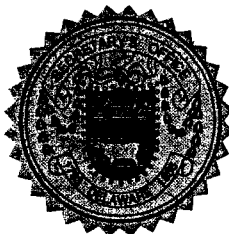
PAGE 1

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:

"TRUCKLOAD USA, INC.", A TEXAS CORPORATION,
WITH AND INTO "TL MERGER CORP." UNDER THE NAME OF "TRUCKLOAD USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MAY, A.D. 2003, AT 12:07 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3662725 8100M

AUTHENTICATION: 2442510

030351279

DATE: TRADEMARK

REEL: 002667 FRAME: 0870

**CERTIFICATE OF MERGER
OF
TRUCKLOAD USA, INC.
WITH AND INTO
TL MERGER CORP.**

Pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware, TL Merger Corp., a Delaware corporation, certifies that:

FIRST: The name and state or jurisdiction of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
TL Merger Corp.	a Delaware corporation
Truckload USA, Inc.	a Texas corporation

SECOND: A Plan and Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Subsection (c) of Section 252 of the General Corporation Law of Delaware.

THIRD: The name of the surviving corporation of the merger is TL Merger Corp., to be renamed herein Truckload USA, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of TL Merger Corp., a Delaware corporation, which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation except that Article I of the Certificate of Incorporation shall be amended and restated in its entirety to read as follows:

"ARTICLE I

The name of the Corporation is Truckload USA, Inc."

FIFTH: The executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 8321 John Carpenter Freeway, Dallas, Texas 75247.

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

SEVENTH: The authorized capital stock of each constituent corporation which is not a corporation organized under the laws of the State of Delaware and which is a party to the merger is as follows:


<u>Corporation</u>	<u>Class</u>	<u>Number of shares</u>	<u>Par Value per share or statement that shares are without par value</u>
Truckload USA, Inc., a Texas corporation	Common	100,000,000	\$0.01
Truckload USA, Inc., a Texas corporation	Series A Convertible Preferred	4,000,000	\$1.00
Truckload USA, Inc., a Texas corporation	Series B Convertible Preferred	3,000,000	\$1.00
Truckload USA, Inc., a Texas corporation	Series C Convertible Preferred	1,500,000	\$1.00

EIGHTH: The Merger shall be effective as of 12:00 p.m. Eastern Daylight Time (11:00 a.m. Central Daylight Time) (the "Effective Time") on May 29, 2003.

[Signature Page Follows]

Executed as of the date written below.

TL MERGER CORP., a Delaware corporation

By: 
Its: John McDonald
Date: CEO 5/29/03