

02-25-2003

FORM PTO-1504  
1-31-92

RE



ET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office  
Docket Nos. 3609-002 (0002.8) and  
3609-003 (0003.1)

102371404

To the Commissioner for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Todd Organization, Inc.

2-20-03

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State - North Carolina
- Other :

Additional name(s) of conveying party(ies) attached?  Yes  No

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

Name: Todd Consulting, Inc.

Internal Address: PO Box 4008

City: Greensboro State: NC Zip: 27404-4008

Street Address: 800 Green Valley Road

Suite 500

City: Greensboro State: NC Zip: 27408

- Individual 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

3. Nature of conveyance:

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

Execution Date: April 3, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,938,787

1,968,066

Additional numbers attached?  Yes  No

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

Name: Jack B. Hicks, Esq.

Internal Address: Womble Carlyle Sandridge & Rice, PLLC

Street Address: 300 N. Greene Street

Suite 1900

02/24/2003 ECD/PTL 0000226 030137 NC Zip: 27401

6. Total number of applications and registrations involved 2

7. Total fee (37 CFR 3.41): \$65

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0517

(Attach duplicate of this page if paying by deposit account)

01 FC:0521 40.00 OP  
02 FC:0522 25.00 OP

DO NOT USE THIS SPACE

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.

Jack B. Hicks

Name of Person Signing

*Jack B. Hicks*  
Signature

2-13-03

Date

Total number of pages including cover sheet, attachments, and document: 5

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

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SOSID: 0612196  
Date Filed: 4/3/2002 11:06 AM  
Elaine F. Marshall  
North Carolina Secretary of State

ARTICLES OF MERGER  
OF  
THE TODD ORGANIZATION, INC.  
INTO  
TODD CONSULTING, INC.

Todd Consulting, Inc., a corporation organized under the laws of Delaware (the "Surviving Corporation"), hereby submits these Articles of Merger for the purpose of merging The Todd Organization, Inc., a corporation organized under the laws of North Carolina (the "Merging Corporation"), with and into the Surviving Corporation.:

I. The following Plan of Merger was duly approved in the manner prescribed by law by the shareholders of each of the corporations participating in the merger:

PLAN OF MERGER

A. CORPORATIONS PARTICIPATING IN MERGER. The Todd Organization, Inc. (the "Merging Corporation") will merge with and into Todd Consulting, Inc. ("Consulting"), which will be the surviving corporation (the "Surviving Corporation").

B. NAME OF SURVIVING CORPORATION. After the merger, the Surviving Corporation will have the name "Todd Consulting, Inc."

C. MERGER. The merger of the Merging Corporation with and into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. CONVERSION AND EXCHANGE OF SHARES. At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. Surviving Corporation. The outstanding shares of the Surviving Corporation will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding.

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2. Merging Corporation. Each outstanding share of the Merging Corporation will be converted into the right to receive 1.0558624 shares of fully paid and nonassessable shares of common stock, par value \$0.001 per share of the Surviving Corporation (the "Merger Consideration").

3. Surrender of Share Certificates. Each holder of a certificate representing shares of the Merging Corporation to be converted or exchanged in the merger, other than shares with respect to which dissenter's rights have been exercised and perfected in accordance with the North Carolina Business Corporation Act, will surrender such certificate and after the Effective Time will be entitled to receive in exchange therefore the Merger Consideration. Until so surrendered, each outstanding certificate that, prior to the Effective Time, represented shares of the Merging Corporation will be deemed for all purposes to evidence ownership of the right to receive the consideration to be issued for such shares under this Plan.

E. ARTICLES OF INCORPORATION, BYLAWS AND DIRECTORS AND OFFICERS. The Articles of Incorporation and Bylaws of Consulting, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law. The directors and officers of Consulting at the Effective Time shall be the directors and officers, respectively, of the Surviving Corporation until their respective successors have been duly elected or appointed in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation or by applicable law.

II. As to each of the corporations participating in the merger, the designation and number of shares outstanding of, and the number of votes entitled to be cast by, each voting group entitled to vote separately on such Plan, were as follows:

<u>Name of Corporation</u>	<u>Designation of Voting Group</u>	<u>Number of Shares Outstanding</u>	<u>Number of Votes Entitled to be Cast</u>
Todd Consulting, Inc.	Common Stock	100	100
The Todd Organization, Inc.	Common Stock	814,500	814,500

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III. As to each of the voting groups of the corporations participating in the merger, the total number of votes cast for and against such Plan were as follows:

<u>Name of Corporation</u>	<u>Voting Group</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Todd Consulting, Inc.	Common Stock	100	-0-
The Todd Organization, Inc.	Common Stock	814,500	-0-

The number of votes cast for such Plan by each voting group was sufficient for approval by that voting group.

This the 1st day of April, 2002.

TODD CONSULTING, INC.

By:   
Melvin G. Todd, President

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# NORTH CAROLINA

## Department of The Secretary of State

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To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

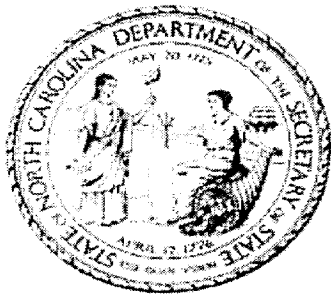
OF

THE TODD ORGANIZATION, INC.

INTO

TODD CONSULTING, INC.

the original of which was filed in this office on the 3rd day of April, 2002.



IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal at the  
City of Raleigh, this 3rd day of April, 2002

*Elaine F. Marshall*

Secretary of State

Document Id: 220929176