

2-24-03

RECORDED

02-27-2003

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents at



all documents or copy thereof.

1. Name of conveying party(ies):

102374951

Name of receiving party(ies)

Dixie-Narco, Inc.

Name: Dixie-Narco, Inc.

Internal Address:

Street Address: P.O. Drawer 719, Dixie-Narco Blvd.

City: Williston State: SC Zip: 29853

- Individual(s)
- General Partnership
- Corporation- West Virginia
- Other

- Association
- Limited Partnership

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State West Virginia
- Other

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document form assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: May 11, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,707,913; 1,717,605; 1,352,604

Additional numbers attached? Yes No

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

Name: Wendy K. Marsh

Internal Address:

Street Address: 801 Grand, Suite 3200

City: Des Moines State: IA Zip: 50309-2721

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 120.00

- Enclosed [Please charge any deficiency or credit any overpayment to Deposit Account No. 26-0084]
- Authorized to be charged to deposit account

8. Deposit account number:

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

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.

Wendy K. Marsh

Name of Person Signing

Signature

2/17/03

Date

Total number of pages including cover sheet, attachments, and document: 7

02/26/2003 EDCOPER 00000211 1707913

01 FC:8521
02 FC:8522

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

Refund No: 02/27/2003 EDCOPER 000124474

CHEK Refund Total: \$30.00

TRADEMARK
REEL: 002679 FRAME: 0187

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
DIXIE-NARCO, INC.
INTO
D. N. HOLDINGS, INC.
UNDER SECTION 253 OF THE DELAWARE
GENERAL CORPORATION LAW**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, D. N. Holdings, Inc., a Delaware corporation (the "Company"), hereby certifies to the following information relating to the merger of Dixie-Narco, Inc., a West Virginia corporation ("Dixie"), into the "Company" (the "Merger").

FIRST: The names and states of incorporation of Dixie and Company, which are constituent corporations of the Merger (the "Constituent Corporations"), are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Dixie-Narco, Inc.	West Virginia
D. N. Holdings, Inc.	Delaware

SECOND: Dixie-Narco, Inc. has 315,000 common shares issued and outstanding. Company is the sole owner of all 315,000 outstanding shares.

THIRD: The name of the Corporation surviving the Merger is D. N. Holdings, Inc. (The "Surviving Corporation"), whose name shall change to Dixie-Narco, Inc. from D. N. Holdings, Inc. Upon the Merger becoming effective.

FOURTH: A copy of the resolution adopted on May 11, 1999 by the Board of Directors of Company authorizing the merger of Dixie into Company, and a copy of the Plan of Merger are attached.

FIFTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on the 11th. day
of May, 1999.

D. N. HOLDINGS, INC.



By: L. A. Hadley
L. A. Hadley, Chairman

ATTEST:

E. J. Bennett
E. J. Bennett, Secretary

PLAN OF MERGER

Plan of Merger ("Plan"), dated as of May 11, 1999, pursuant to Section 253 of the General Corporation Law of the State of Delaware, by D. N. Holdings, Inc. ("Company"), a Delaware Corporation, to merge Dixie-Narco, Inc. ("Dixie"), a West Virginia Corporation, into Company.

Witnesseth:

Whereas, Company is the sole stockholder of Dixie;

Whereas, Company desires to merge Dixie into Company;

Therefore, Company resolves as follows:

First: Dixie shall be merged into Company in accordance with Delaware General Corporation Law and consistent with the relevant corporation laws of the State of West Virginia. Company shall be the surviving corporation (the "Surviving Corporation").

Second: Each share of common stock of Dixie which shall be outstanding on the effective date of the Plan shall be canceled and retired and no shares of Company shall be issued in respect thereof.

Each share of common stock of Company issued and outstanding immediately prior to the effectiveness of the Merger shall continue to be issued and outstanding after the effectiveness of the Merger.

Third: The Merger shall become effective upon the filing of this Plan or a Certificate of Merger with the Secretary of State of Delaware in accordance with the provisions of the Delaware General Corporation Law.

Fourth: Upon the effectiveness of the Merger, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public or private nature of Dixie; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest and any and all liabilities of Dixie shall be taken and deemed to be transferred and vested in the Surviving Corporation without further act or deed, and the title to all real estate or any interest therein vested in Dixie shall not revert nor in any way be impaired by the Merger.

Fifth: The name of Company will be changed to Dixie-Narco, Inc. Upon the effectiveness of the Merger.

In witness whereof, D.N. Holdings, Inc., pursuant to the approval and authority duly given by the resolutions adopted by its board of directors, has caused this Plan of Merger to be executed by its Chairman, attested to by its Secretary as the act and deed of D. N. Holdings, Inc., as of the date first above written.

D. N. Holdings, Inc.

By: L. A. Hadley
L. A. Hadley, Chairman



Attest: E. J. Bennett
By: E. J. Bennett
E. J. Bennett, Secretary

**CONSENT MEETING
OF THE BOARD OF DIRECTORS OF
D. N. HOLDINGS, INC.**

The Board of Directors of D. N. Holdings, Inc. hereby consents to the following actions being taken without a meeting for the purposes set forth in the following resolutions, and directs that this written consent which may be signed as separate documents, be entered in the Minutes Book of the Corporation and be effective as of the date hereof.

RESOLVED, that the Corporation merge its wholly owned subsidiary, Dixie-Narco, Inc. into Corporation and that the attached Plan of Merger is hereby adopted.

FURTHER RESOLVED, that the officers and each of them are authorized to take whatever actions are necessary to complete the merger, including but not limited to the filing of whatever documents required by various governmental authorities to accomplish the merger.

D. N. Holdings, Inc., as the sole shareholder of Dixie-Narco, Inc., hereby waives mailing of the Plan of Merger and consents to the immediate merger of Dixie-Narco, Inc. into D. N. Holdings, Inc.

Dated: May 11, 1999



L. A. Hadley



D. D. Urbani



G. J. Pribanic

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"DIXIE-NARCO, INC.", A WEST VIRGINIA CORPORATION, WITH AND INTO "D. N. HOLDINGS, INC." UNDER THE NAME OF "DIXIE-NARCO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF MAY, A.D. 1999, AT 6 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

05-13-99

RECORDED: 02/24/2003

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