

03-27-2003



Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102401807

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Half-A-Car Company 3.24.03</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Pennsylvania Business Trust</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Half-A-Car Co., Inc.</u> Internal Address: _____ Address: _____</p> <p>Street Address: <u>115 South Ludlow</u> City: <u>Dayton</u> State: <u>OH</u> Zip: <u>45402</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>01031995</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____ _____</p>	<p>B. Trademark Registration No.(s) <u>2065663</u> _____</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Kimberly G. Russell, Esq.</u> Internal Address: <u>Steinhart & Falconer LLP</u> _____ _____ Street Address: <u>333 Market St., Suite 3200</u> _____ City: <u>San Francisco</u> State: <u>CA</u> Zip: <u>94105-2150</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>19-4215</u></p>
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DO NOT USE THIS SPACE

9. Signature.

Kimberly G. Russell *Kimberly G. Russell* March 17, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

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

03/26/2003 LMUELLER 00000145 194215 2065663
01 FC:0521 40.00 CH

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REEL: 002700 FRAME: 0580

CERTIFICATE OF MERGER

OF

HALF-A-CAR CO., INC.

AND

HALF-A-CAR COMPANY

Half-A-Car Co., Inc., as the surviving corporation in the merger described below, does hereby certify pursuant to §254(d) of the Delaware Corporation Law that:

FIRST: The name and state of domicile of each of the constituent entities is:

<u>Name</u>	<u>State of Domicile</u>	<u>Entity Type</u>
Half-A-Car Co., Inc.	Delaware	Corporation
Half-A-Car Company	Pennsylvania	Business Trust

SECOND: A Plan and Agreement of Merger dated January 3, 1995, between Half-A-Car Co., Inc. and Half-A-Car Company has been unanimously approved and adopted by the shareholders of each constituent entities on January 3, 1995 by written consent in accordance with the provisions of 8 Del. C. § 228 and the Pennsylvania Business Corporation Law and said Plan and Agreement of Merger has been approved, certified, executed, and acknowledged by each constituent entity in accordance with 8 Del. C. § 254(d). The effective date of the merger is MAY 16, 1995 at :
 .m.

THIRD: The name of the surviving corporation shall be Half-A-Car Co., Inc.


FOURTH: The Certificate of Incorporation of Half-A-Car Co., Inc., as heretofore filed with the Office of the Secretary of State of the State of Delaware on December 19, 1994, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That an executed copy of the Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation at 501 Silverside Road, Suite 22, Wilmington, Delaware 19809 and that 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 entity.

IN WITNESS WHEREOF, Half-A-Car Co., Inc. and Half-A-Car Company, pursuant to the approval and authority duly given by resolutions adopted by the Board of Directors of Half-A-Car Co., Inc. and the Sole Trustee and Shareholder of Half-A-Car Company, have caused this Plan and Agreement of Merger to be executed by their respective officers this 3rd day of January, 1995.

ATTEST:

HALF-A-CAR CO., INC.



Secretary

By: 

J. Eustace Wolfington,
President

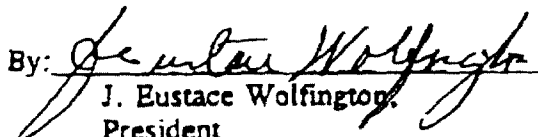
[CORPORATE SEAL]

ATTEST:

HALF-A-CAR COMPANY



Secretary

By: 

J. Eustace Wolfington,
President

[CORPORATE SEAL]