

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Ownership and Merger Merging T-100 International, Inc. With And Into Vanguard America Co.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
T-100 International, Inc.		12/10/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Vanguard America Co.
Street Address:	401 Harrison Oaks Blvd.
Internal Address:	Suite 210
City:	Cary
State/Country:	NORTH CAROLINA
Postal Code:	27513
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number
Registration Number:	1801719

CORRESPONDENCE DATA

Fax Number: (704)331-7598
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 704-331-5792
 Email: docket@kennedycovington.com
 Correspondent Name: Karl S. Sawyer, Jr.
 Address Line 1: 214 North Tryon Street
 Address Line 2: Hearst Tower - 47th Floor
 Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	20247.003
NAME OF SUBMITTER:	Karl S. Sawyer, Jr.

Total Attachments: 8
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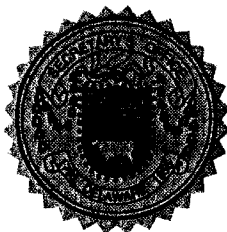
The First State

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 OWNERSHIP, WHICH MERGES:

"T-100 INTERNATIONAL, INC.", A DELAWARE CORPORATION,
WITH AND INTO "VANGUARD AMERICA CO." UNDER THE NAME OF
"VANGUARD AMERICA CO.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9
O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY
OF DECEMBER, A.D. 2001, AT 11:58 O'CLOCK P.M.

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



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1526708

DATE: 12-26-01

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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
T-100 INTERNATIONAL, INC.
WITH AND INTO
VANGUARD AMERICA CO.

Vanguard America Co., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: The name of the corporation is Vanguard America Co.
February 22,

SECOND: The Corporation was incorporated on ~~AUGUST 26~~ 1985, pursuant to the provisions of the Delaware General Corporation Law.

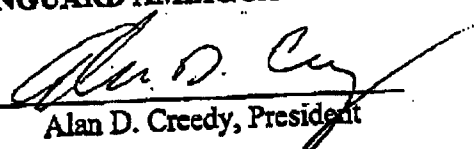
THIRD: The Corporation is the owner of all of the outstanding shares of capital stock of T-100 International, Inc., a corporation organized pursuant to the provisions of the Delaware General Corporation Law on February 18, 1987 ("T-100").

FOURTH: On December 10, 2001, in accordance with Sections 141(f) and 253 of the Delaware General Corporation Law, the Board of Directors determined to merge (the "Merger") T-100 with and into the Corporation and in connection therewith adopted the resolutions attached hereto as Annex I (including the Agreement and Plan of Merger attached as Exhibit A thereto).

FIFTH: The Merger shall become effective at 11:58 p.m., Eastern time, on December 31, 2001 (the "Effective Time").

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officer this 10th day of December, 2001.

VANGUARD AMERICA CO.

By: 
Alan D. Creedy, President

ANNEX I

**RESOLUTIONS
OF BOARD OF DIRECTORS
OF VANGUARD AMERICA CO.**

WHEREAS, the Board of Directors has determined that it is desirable and in the best interests of the Corporation that T-100 International, Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation ("T-100") merge with and into the Corporation, with the Corporation being the surviving corporation in such merger (the "Merger"), all in accordance with the terms and conditions of an Agreement and Plan of Merger substantially in the form attached hereto as Exhibit A and incorporated herein by reference (the "Agreement and Plan of Merger").

NOW, THEREFORE, BE IT RESOLVED, that the Merger and the Agreement and Plan of Merger be, and they each hereby are, approved and adopted;

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, on behalf of the Corporation, to execute and deliver the Agreement and Plan of Merger, with such modifications to the Agreement and Plan of Merger as such officers, or any of them, deem advisable and in the best interests of the Corporation, the execution and delivery by such officers of the Agreement and Plan of Merger as so modified establishing conclusively their approval thereof; and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, on behalf of the Corporation, to cause a Certificate of Ownership and Merger to be filed with the Delaware Secretary of State and to execute and deliver any and all other agreements, instruments, documents, papers and certificates and take any and all such other actions and do any and all such other things which such officers, or any of them, may deem necessary or desirable in order to carry out the full intent and purposes of the foregoing resolutions and the Merger of T-100 with and into the Corporation.

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EXHIBIT A
AGREEMENT AND PLAN OF MERGER

[see attachment]

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**AGREEMENT AND PLAN OF MERGER
OF
T-100 INTERNATIONAL, INC.
WITH AND INTO
VANGUARD AMERICA CO.**

This Agreement and Plan of Merger (this "Plan of Merger") is by and between T-100 International, Inc., a Delaware corporation, and Vanguard America Co., a Delaware corporation, and sets forth the terms and conditions upon which, at the Effective Time (as hereinafter defined), T-100 International, Inc. shall be merged with and into Vanguard America Co.:

1. Constituent Corporations, Merging Corporation and Surviving Corporation.

The constituent corporations party to this Plan of Merger (the "Constituent Corporations") are T-100 International, Inc., a Delaware corporation ("T-100" or the "Merging Corporation"), and Vanguard America Co., a Delaware corporation ("Vanguard" or the "Surviving Corporation"). T-100 shall be merged with and into Vanguard (the "Merger"), and Vanguard shall be the Surviving Corporation in the Merger. The Surviving Corporation shall be governed by the laws of Delaware.

2. Effective Time.

An appropriate Certificate of Ownership and Merger shall be filed with the Delaware Secretary of State on such date or dates as the Constituent Corporations may agree at or prior to the Effective Time (as hereinafter defined). The Merger shall become effective at 11:58 p.m., Eastern time, on December 31, 2001 (the "Effective Time").

3. Terms and Conditions of Merger; Abandonment.

The Merger shall be effected in accordance with the terms set forth in this Plan of Merger. The Merger may be abandoned at any time prior to the Effective Time by action of the Board of Directors of either of the Constituent Corporations, notwithstanding the prior approval of the shareholders of the Constituent Corporations.

4. Effect of Merger.

At the Effective Time, T-100 will be merged with and into Vanguard with the effects set forth in Sections 253 and 259 of the Delaware General Corporation Law, and the separate corporate existence of T-100 shall cease and the corporate existence of Vanguard shall continue as the Surviving Corporation. The Certificate of Incorporation and Bylaws of Vanguard as in effect immediately prior to the Effective Time shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Corporation after the Effective Time until they may be thereafter duly amended in accordance with applicable law. The directors and officers of Vanguard shall continue to be the directors and officers of the Surviving Corporation until their respective successors are duly elected and qualified, or until their earlier resignation or removal, in accordance with the Bylaws of Vanguard and

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applicable law. Each of the issued and outstanding shares of Common Stock, \$0.001 par value, of Vanguard shall remain issued and outstanding and each of the issued and outstanding shares of Common Stock, \$1.00 par value, of T-100 shall be cancelled at the Effective Time.

5. **Adoption and Approval**

T-100 and Vanguard represent that this Plan of Merger has been duly adopted, approved, executed and acknowledged in the manner prescribed by the Delaware General Corporation Law.

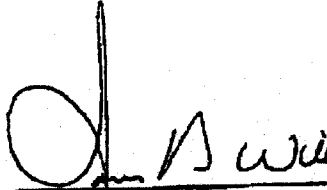
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IN WITNESS WHEREOF, the respective Constituent Corporations have caused this Plan of Merger to be duly executed in their respective names as of the 10th day of December, 2001, but to become effective at the Effective Time.

ATTEST:

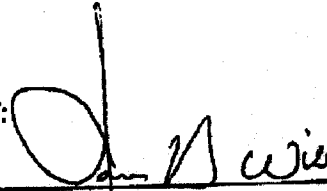
By:


James H. Will, Secretary

[Corporate Seal]

ATTEST:

By:


James H. Will, Secretary

[Corporate Seal]

T-100 INTERNATIONAL, INC.

By:


Alan D. Creedy, President

VANGUARD AMERICA CO.

By:


Alan D. Creedy, President

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**Attachment to Trademark Recordation Cover Sheet
For U.S. Registration No. 1,801,719**

NUNC PRO TUNC effective date 12/31/2001