

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate Of Ownership And Merger Merging Vanguard America Co. With And Into Vanguard Merger Co.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Vanguard America Co.		12/10/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA

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

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: 7043315792
 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: 9
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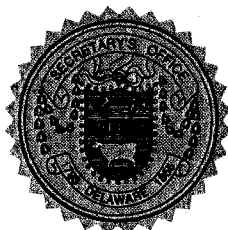
The First State

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:

"VANGUARD AMERICA CO.", A DELAWARE CORPORATION,
WITH AND INTO "VANGUARD MERGER CO." UNDER THE NAME OF
"VANGUARD MERGER CO.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF NORTH CAROLINA, AS RECEIVED AND
FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D.
2001, AT 9:01 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 11:59 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: 1529445

DATE: 12-27-01

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
VANGUARD AMERICA CO.
WITH AND INTO
VANGUARD MERGER 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.

SECOND: The Corporation was incorporated on ~~August 26~~ February 22, 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 Vanguard Merger Co., a corporation organized pursuant to the provisions of the North Carolina Business Corporation Act on December 14, 2001 ("Vanguard(NC)").

FOURTH: On December 10, 2001, in accordance with Sections 141(f), 228(a) and 253 of the Delaware General Corporation Law, the Board of Directors and stockholders of the Corporation holding at least a majority of its issued and outstanding shares of Common Stock determined to merge (the "Merger") the Corporation with and into Vanguard(NC) (the "Surviving 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 11:59 p.m., Eastern time, on December 31, 2001 (the "Effective Time").

SIXTH: At the Effective Time, the name of the Surviving Corporation shall be changed to "Vanguard America Co." and, to that end, the Articles of Incorporation of Vanguard(NC), as the surviving Corporation, shall be amended to provide as such.

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

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ANNEX I

**RESOLUTIONS
OF STOCKHOLDERS AND 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 the Corporation change its jurisdiction of incorporation from Delaware to North Carolina; and

WHEREAS, the Board of Directors has determined that the most expeditious way to effect such reincorporation is to cause the Corporation to merge (the "Merger") with and into Vanguard Merger Co., a North Carolina corporation and a wholly-owned subsidiary of the Corporation ("Vanguard (NC)"), 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 by the Board of Directors;

FURTHER RESOLVED, that the Board of Directors hereby recommends to the stockholders of the Corporation that the Merger and the Agreement and Plan of Merger be approved and adopted by the stockholders;

FURTHER RESOLVED, that the Merger and the Agreement and Plan of Merger be, and they each hereby are, approved and adopted by the stockholders;

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 Articles of Merger to be filed with the North Carolina 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 the Corporation with and into Vanguard(NC).

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

[see attachment]

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**AGREEMENT AND PLAN OF MERGER
OF
VANGUARD AMERICA CO.
WITH AND INTO
VANGUARD MERGER CO.**

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

1. **Constituent Corporations, Merging Corporation and Surviving Corporation.**

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

2. **Effective Time.**

An appropriate Certificate of Ownership and Merger shall be filed with the Delaware Secretary of State and appropriate Articles of Merger shall be filed with the North Carolina 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 11:59 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, Vanguard(DE) will be merged with and into Vanguard(NC) with the effects set forth in Section 55-11-06 of the North Carolina Business Corporation Act and in Sections 253 and 259 of the Delaware General Corporation Law, and the separate corporate existence of Vanguard(DE) shall cease and the corporate existence of Vanguard(NC) shall continue as the Surviving Corporation. The Articles of Incorporation and Bylaws of Vanguard(NC) as in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation (subject to Section 5 below) and Bylaws of the Surviving Corporation after the Effective Time until they may be thereafter duly amended in

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accordance with applicable law. The directors and officers of Vanguard(NC) 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(NC) and applicable law. The manner and basis of exchanging the shares of the Merging Corporation for shares of the Surviving Corporation is set forth in Section 6 below.

5. **Amendment to Articles of Incorporation of the Surviving Corporation.**

At the Effective Time, the name of the Surviving Corporation shall be changed to "Vanguard America Co." and, to that end, Article 1 of the Articles of Incorporation of Vanguard Merger Co., as the Surviving Corporation, shall be amended to read as follows:

"1. The name of the Corporation is Vanguard America Co."

6. **Conversion and Exchange of Shares.**

At the Effective Time:

(a) each of the issued and outstanding shares of Common Stock, \$0.001 par value, of Vanguard(DE) shall be automatically converted into the right to receive, and shall be exchanged for, one share of Common Stock of the Surviving Corporation, which shares shall then be fully paid and nonassessable; and

(b) each of the shares of Common Stock, \$0.001 par value, of Vanguard(NC) outstanding immediately prior to the Effective Time shall be cancelled and no longer be an outstanding share of the Surviving Corporation.

Certificates for shares of Common Stock of the Surviving Corporation to be issued in exchange for the outstanding shares of Vanguard(DE) shall be delivered to the stockholders of Vanguard(DE) against receipt from them for cancellation of the certificates for the shares of Vanguard(DE) for which such shares of Common Stock of the Surviving Corporation are exchanged, and from the Effective Time until the receipt by the Surviving Corporation of the certificates for the shares of Vanguard(DE), each certificate representing shares of Vanguard(DE) shall only represent the right to receive the shares of Common Stock of the Surviving Corporation to which the holder thereof is entitled to as a result of the Merger and shall no longer represent any interest in Vanguard(DE).

7. **Service of Process.**

The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Vanguard(DE), as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger and hereby irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Delaware Secretary of State is:

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Vanguard America Co.
401 Harrison Oaks Blvd., Suite 210
Cary, North Carolina 27513
Attention: President

8. **Adoption and Approval.**

Vanguard(DE) represents that this Plan of Merger has been duly adopted, approved, executed and acknowledged in the manner prescribed by the Delaware General Corporation Law (including having been approved by its stockholders), and Vanguard(NC) represents that this Plan of Merger has been duly adopted and approved in the manner prescribed by the North Carolina Business Corporation Act (including having been approved by its shareholders).

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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]

VANGUARD AMERICA CO.

By:


Alan D. Creedy, President

VANGUARD MERGER 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