

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VANGUARD MERGER CO.		12/10/2001	CORPORATION: NORTH CAROLINA

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:	1375228

CORRESPONDENCE DATA	
Fax Number:	(704)331-7598
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	704.331.5792
Email:	msiuda@kennedycovington.com
Correspondent Name:	Karl S. Sawyer, Jr.
Address Line 1:	214 North Tryon St.
Address Line 2:	Hearst Tower - 47th Floor
Address Line 4:	Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	20247.003
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NAME OF SUBMITTER:	Karl S. Sawyer, Jr.
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Total Attachments: 8  
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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**

**VANGUARD AMERICA CO.**

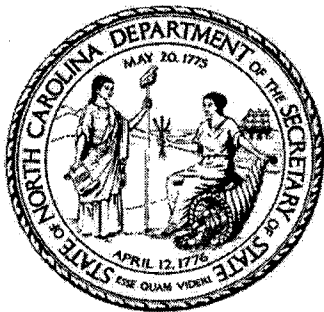
**INTO**

**VANGUARD MERGER CO.**

**WHICH CHANGED ITS NAME TO**

**VANGUARD AMERICA CO.**

the original of which was filed in this office on the 21st day of December, 2001.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 21st day of December, 2001

*Elaine F. Marshall*  
Secretary of State

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Date Filed: 12/21/2001 10:00 AM  
Effective: 12/31/2001  
Elaine F. Marshall  
North Carolina Secretary of State

ARTICLES OF MERGER  
OF  
VANGUARD AMERICA CO.  
WITH AND INTO  
VANGUARD MERGER CO.

Pursuant to Sections 55-11-05 and 55-11-07 of the North Carolina General Statutes, VANGUARD MERGER CO., a North Carolina corporation (the "Surviving Corporation") hereby submits these Articles of Merger for the purpose of merging VANGUARD AMERICA CO., a Delaware corporation (the "Merging Corporation") with and into the Surviving Corporation:

1. The Plan of Merger is attached hereto as Exhibit A.
2. The Plan of Merger was duly approved in the manner prescribed by Chapter 55 of the North Carolina General Statutes by the shareholders of the Surviving Corporation and the shareholders of the Merging Corporation.
3. These articles will be effective at 11:59 p.m. on December 31, 2001.

This the 10th day of December, 2001.

VANGUARD MERGER CO.

By: 

Alan D. Creedy, President

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EXHIBIT A  
**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.

VANGUARD AMERICA CO.

ATTEST:

By:

James H. Will  
James H. Will, Secretary

[Corporate Seal]

By:

Alan D. Creedy  
Alan D. Creedy, President

VANGUARD MERGER CO.

ATTEST:

By:

James H. Will  
James H. Will, Secretary

[Corporate Seal]

By:

Alan D. Creedy  
Alan D. Creedy, President

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**Attachment to Trademark Recordation Cover Sheet  
For U.S. Registration No. 1,375,228**

**NUNC PRO TUNC effective date 12/31/2001**