

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
C & P Enterprises, Inc.		02/29/2000	CORPORATION: TENNESSEE

RECEIVING PARTY DATA	
Name:	CPE Acquisition Co.
Street Address:	P.O. Box 266
City:	Delhi
State/Country:	IOWA
Postal Code:	52223
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1	
Property Type	Number
Registration Number:	2346234

CORRESPONDENCE DATA	
Fax Number:	(319)365-8443
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	319-365-9461
Email:	jcn@shuttleworthlaw.com
Correspondent Name:	James C. Nemmers
Address Line 1:	P.O. Box 2107
Address Line 2:	115 3rd Street SE, Suite 500
Address Line 4:	Cedar Rapids, IOWA 52406

NAME OF SUBMITTER:	James C. Nemmers
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Total Attachments: 4 source=CPE1.tif source=CPE2.tif source=CPE3.tif source=CPE4d.tif

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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GEE ACQUISITION CO." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE FIRST DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3174764 8100H

AUTHENTICATION: 1019247

010123489

DATE: 03-13-01

TRADEMARK
REEL: 002707 FRAME: 0068

CERTIFICATE OF OWNERSHIP AND MERGER

OF

C&P ENTERPRISES, INC.

(a Tennessee corporation)

into

CPE ACQUISITION CO.

(a Delaware corporation)

Pursuant to Section 253 of the Delaware General Corporation Law:

It is hereby certified that:

1. CPE Acquisition Co. hereinafter sometimes referred to as the "Corporation" is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of C&P Enterprises, Inc., which is a business corporation of the State of Tennessee.
3. The laws of the jurisdiction of organization of C&P Enterprises, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges C&P Enterprises, Inc. into the Corporation.

5. The Board of Directors of the Corporation unanimously consented on February 29, 2000 to the adoption of the following resolutions, which resolutions provided that C&P Enterprises, Inc. be merged with and into the Corporation:

RESOLVED: That pursuant to the terms of the Agreement and Plan of Merger, dated as of February 29, 2000 (the "Plan of Merger"), the Corporation merge its wholly-owned subsidiary, C&P Enterprises, Inc., a Tennessee corporation ("C&P"), with and into itself, (hereinafter sometimes referred to as the "Surviving Corporation"), which corporation shall assume all of the liabilities and obligations of C&P Enterprises, Inc., and that said merger (the "Merger") shall be effective upon filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and Articles of Merger with the Secretary of State of the State of Tennessee (the "Effective Time").

RESOLVED: That, in connection with the foregoing, the form, terms and provisions of the Plan of Merger and the Merger, be, and they hereby are, in all respects ratified, adopted and approved.

RESOLVED: That, at the Effective Time, the Certificate of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation.

RESOLVED: That any officer of the Corporation be, and each of them hereby is, authorized and directed to execute Articles of Merger, and to file the same with the Secretary of State of the State of Tennessee, and execute a Certificate of Ownership and Merger, and to file the same with the Secretary of State of the State of Delaware and cause a certified copy of the same to be recorded in the office of the Recorder of Deeds of the County in the State of Delaware in which the registered office of the Corporation is located; and that any officer of the Corporation be, and each of them hereby is, authorized and directed to take any and all other actions necessary and proper, in the judgment of said officers, to effect said Merger.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed and delivered on behalf of the Corporation this 29th day of February, 2000.

CPE ACQUISITION CO.

By: /s/ Keith C. Shaughnessy
Name: Keith C. Shaughnessy
Title: President

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