

04-23-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Buttonwood Corporation

- Individual(s) Association General Partnership Limited Partnership Corporation-State North Carolina Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Buttonwood Corporation

Internal Address:

Street Address: 7500 W. Lake Mead Blvd.

City: Las Vegas State: NV Zip: 89128

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Nevada Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: December 12, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,194,748 - STS

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Martha Gayle Barber, Esq. Alston & Bird LLP Internal Address: Bank of America Plaza Suite 4000

Street Address: 101 South Tryon Street

City: Charlotte State: NC Zip: 28280-4000

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

16-0605

DO NOT USE THIS SPACE

9. Signature.

Martha Gayle Barber Name of Person Signing

Signature

4-16-03 Date

Total number of pages including cover sheet, attachments, and document: 6

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

ORIGINAL

SOSID:  
Date Filed: 12/12/2000 8:46 AM  
Elaine F. Marshall  
North Carolina Secretary of State

State of North Carolina  
Department of the Secretary of State

20 346 5212

ARTICLES OF MERGER  
FOREIGN AND DOMESTIC BUSINESS CORPORATION

Pursuant to Sections 55-11-05 and 55-11-07 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between a domestic business corporation and one or more foreign business corporations.

1. The name of the surviving corporation is Buttonwood Corporation, a Nevada corporation, a corporation organized under the laws of the State of Nevada; the name of the merged corporation is Buttonwood Corporation, a corporation organized under the laws of the State of North Carolina.
2. Attached is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
3. With respect to the surviving corporation (*check either a or b, as applicable*):
  - a.  Shareholder approval was not required for the merger.
  - b.  Shareholder approval was required for the merger and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
4. With respect to the merged corporation (*check either a or b, as applicable*):
  - a.  Shareholder approval was not required for the merger.
  - b.  Shareholder approval was required for the merger and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
5. The merger is permitted by the law of the state or country of incorporation or organization of each foreign entity which is a party.
6. Each foreign entity which is a party has complied or shall comply with the applicable laws of its state or country of incorporation or organization.
7. These articles will be effective upon filing, unless a delayed date and/or time is specified.

This is the 25<sup>th</sup> day of October, 2000.

SURVIVING CORPORATION:

BUTTONWOOD CORPORATION,  
a Nevada corporation

By:

Daniel Brier, President and Secretary

TRADEMARK  
REEL: 002716 FRAME: 0263

**AGREEMENT  
AND  
PLAN OF MERGER  
AND  
ARTICLES OF MERGER**

This Agreement and Plan of Merger and Articles of Merger (this "Agreement") is entered into by and between Buttonwood Corporation, a Nevada corporation (the "Surviving Corporation") and Buttonwood Corporation, a North Carolina corporation (the "Merging Corporation").

1. The Merging Corporation shall be merged into the Surviving Corporation.
2. Each outstanding share of Merging Corporation shall be converted to one (1) share of Surviving Corporation.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger shall be as prescribed by law.
6. Upon the effective date of the merger the separate existence of Merging Corporation shall cease and Surviving Corporation shall succeed, without further transfer, to all of the rights, properties, assets and business of Merging Corporation and shall be subject to all of the debts and liabilities of Merging Corporation in the same manner as if Surviving Corporation had itself incurred them. All corporation action, plans, policies, contracts, approvals and authorizations of Merging Corporation, its respective directors, officers and agents, which were valid and effective immediately prior to the effective date of the merger shall be taken for all purposes as the actions, plans, policies, contracts, approvals and authorizations of Surviving Corporation and shall be effective and binding thereon as the same were with respect to Merging Corporation. No liability or obligation due or to become due, claim or demand for any cause existing against either Surviving Corporation or Merging Corporation or any director, officer or employee thereof, shall be released or impaired by this merger. If at any time Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to vest, perfect, or confirm of record in Surviving Corporation the title to any properties or rights of the constituent companies, or that any such instruments or any other documents or instruments are otherwise necessary to carry out the provisions hereof, the proper directors, employees and officers of the constituent companies, as of the effective date of this merger, shall execute and deliver any and all proper deeds, assignments, conveyances, assurances, or other documents or instruments and do all things necessary or proper

to vest, perfect, or confirm title to such properties or rights in Surviving Corporation, and otherwise to carry out the provisions hereof.


7. The effective date of the merger shall be the date of filing hereof with the Secretary of State of Nevada.

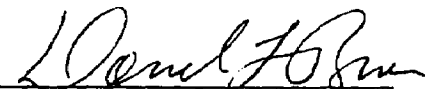
IN WITNESS WHEREOF, the parties hereto have executed this Agreement.

Dated as of the 13<sup>th</sup> day of June, 2000.

Buttonwood Corporation,  
a Nevada corporation

Buttonwood Corporation,  
a North Carolina corporation

By:   
Daniel Brier  
President and Secretary

By:   
Daniel Brier  
President and Secretary