

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

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

Tab settings

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

1. Name of conveying party(ies): Positive Changes Hypnosis International, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Virginia [] Other

2. Name and address of receiving party(ies) Name: Cynthia J. Porter and Patrick K. Porter Internal Address: Street Address: P.O. Box 2418 City: Mt. Pleasant State: SC Zip: 29465-2418 [x] Individual(s) citizenship US [] Association [] General Partnership [] Limited Partnership [] Corporation-State [] Other

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [x] Other Liquidation Agreement Execution Date: 04/14/03

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2461207; 2508646; 2664756 2547045; 2660604; 2664755; 2536342; 2714823

Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Kimberly A. Chasteen Internal Address: Williams Mullen Street Address: 1 Old Oyster Point Road Suite 210 City: Newport News State: VA Zip: 23602

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 215.00 [] Enclosed [x] Authorized to be charged to deposit account

8. Deposit account number: 50-0766

DO NOT USE THIS SPACE

9. Signature. Kimberly A. Chasteen Name of Person Signing [Signature] Date 10/7/2003

Total number of pages including cover sheet, attachments, and document: 5 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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AGREEMENT AND PLAN OF LIQUIDATION

AGREEMENT AND PLAN OF LIQUIDATION made as of April 14, 2003, between POSITIVE CHANGES HYPNOSIS INTERNATIONAL, INC., a Virginia corporation ("Corporation") and CYNTHIA J. PORTER and PATRICK K. PORTER, individually "Shareholder" and collectively, "Shareholders" of the Corporation

SECTION ONE
STOCK

The shares of common stock of Corporation issued to the Shareholders of record collectively constitutes all the issued and outstanding voting capital stock of Corporation.

SECTION TWO
DISSOLUTION

The Shareholders approve of and consent to the voluntary dissolution and termination of Corporation pursuant to §§ 13.1-743 and 13.1-750 of the Code of Virginia of 1950, as amended, and hereby authorize the officers of Corporation to file Articles of Dissolution and Articles of Termination with the State Corporation Commission of Virginia and Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service.

SECTION THREE
DISTRIBUTION OF PROPERTY

The officers of Corporation shall pay all of Corporation's debts or make provision therefor, and distribute all of the remaining property of Corporation to the Shareholders in complete cancellation and redemption of all the issued and outstanding capital stock of the Corporation. Such distribution shall be made as promptly as is reasonably practicable and in all events on or before April 14, 2003.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Liquidation on the date first above written.

4/14/03
Date Signed

Patrick K. Porter
Patrick K. Porter, Shareholder

4/14/03
Date Signed

Cynthia J. Porter
Cynthia J. Porter, Shareholder

POSITIVE CHANGES HYPNOSIS INTERNATIONAL, INC.

4/14/03
Date Signed

By *Patrick K. Porter*
Patrick K. Porter, President

#391591 v1 - PC International - agmt liquid

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
ARTICLES OF DISSOLUTION**
(stock corporation)

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia (the "Virginia Code") the undersigned states as follows:

1. The name of the corporation is:
Positive Changes Hypnosis International, Inc.
2. Dissolution was authorized on April 14, 2003.
3. Dissolution was authorized by unanimous written consent of the shareholders pursuant to Virginia Code Section 13.1-743.
4. Executed in the name of the Corporation:


Patrick K. Porter, President

April 14, 2003
Date Signed

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
July 29, 2003

The State Corporation Commission has found the accompanying articles submitted on behalf of

Positive Changes Hypnosis International, Inc.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF DISSOLUTION

be issued and admitted to record with the articles in the Office of the Clerk of the Commission,
effective July 29, 2003 at 11:04 AM.

STATE CORPORATION COMMISSION

By



Commissioner

03-07-29-2547
DTWACPT
CIS0461