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

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

1. Name of conveying party(ies): Goettl Air Conditioning, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Arizona Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: GAC, INC. Internal Address: Street Address: 3830 E. Wier Avenue City: Phoenix State: AZ Zip: 85040 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited liability company 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: April 11, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,643,522 1,814,829 ; 2,493,984 ; 2,496,922 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Susan M. Daly, Esq. Internal Address: Greenberg Traurig Suite 700 Street Address: 2375 E. Camelback Road City: Phoenix State: AZ Zip: 85016

6. Total number of applications and registrations involved: 4 7. Total fee (37 CFR 3.41): \$ 115.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 150184

DO NOT USE THIS SPACE

9. Signature. 06/12/2003 6TON11 00000124 150184 1643522 40.00 CH 75.00 CH Susan M. Daly Name of Person Signing

Signature

June 6, 2003 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

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TRADEMARK REEL: 002753 FRAME: 0728

AC CORP COMMISSION
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2003 APR 28 P 2:49

APPR See Title
DATE APPR 7/28/2003
TERM _____
DATE _____ TIME _____
0111051-4

ARTICLES OF AMENDMENT

OF

GOETTL AIR CONDITIONING, INCORPORATED

[Name of Corporation]

1. The name of the corporation is GOETTL AIR CONDITIONING, INCORPORATED

2. Attached hereto as Exhibit A is the text of each amendment adopted.

3. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

Exhibit A contains provisions for implementing the exchange, reclassification or cancellation of issued shares provided for therein.

The amendment provides for exchange, reclassification or cancellation of issued shares. Such actions will be implemented as follows:

4. The amendment was adopted the 11TH day of APRIL, 2003.

5. The amendment was adopted by the incorporators board of directors without shareholder action and shareholder action was not required.

The amendment was approved by the shareholders. There is (are) one voting groups eligible to vote on the amendment. The designation of voting groups entitled to vote separately on the amendment, the number of votes in each, the number of votes represented at the meeting at which the amendment was adopted and the votes cast for and against the amendment were as follows:

The voting group consisting of 1,000 outstanding shares of common [class or series] stock is entitled to 1,000 votes. There were 1,000 votes present at the meeting. The voting group cast 1,000 votes for and _____ votes against approval of the amendment. The number of votes cast for approval of the amendment was sufficient for approval by the voting group.

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The voting group consisting of _____ outstanding shares of _____ [class or series] stock is entitled to _____ votes. There were _____ votes present at the meeting. The voting group cast _____ votes for and _____ votes against approval of the amendment. The number of votes cast for approval of the amendment was sufficient for approval by the voting group.

DATED as of this 25 day of April, 2003.

GOETTL AIR CONDITIONING, INCORPORATED
[name of corporation]

By Mary J. Gannett

Mary J. Gannett VP/Asst. Secretary
[name] [title]

The name of the Corporation shall be changed to GAC, INC.

ATTACHMENT TO
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
GOETTL AIR CONDITIONING, INCORPORATED

SCHEDULE A

MARKS AFFECTED BY

Amendment to Articles of Incorporation of Goettl Air Conditioning, Inc.

Trademark Description	Registration Number
GADABOUT	1,643,522
4RUNNER	1,814,829
IT'S COOL TO BE NATURAL	2,493,984
COMFORTQUEST	2,496,922