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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



ET 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): Next, Inc. 6.24.03
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State (Indiana)
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Next Marketing, Inc.
Internal Address:
Street Address: P.O. Box 684, 1295 Vernon
City: Wabash State: IN Zip: 46992
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] Corporation-State Delaware
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 3, 2001

4. Application number(s) or registration number(s)
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2,260,047; 2,338,819; 2,164,577; 2,355,853; 2,293,705;
2,457,282; 2,506,551
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: John V. Moriarty
Internal Address: Woodard, Emhardt, Moriarty, McNett & Henry LLP
Street Address: Bank One Center/Tower, 111 Monument Circle, Suite 3700
City: Indianapolis State: Indiana Zip: 46204

6. Total number of applications and registrations involved: 7
7. Total fee (37 CFR 3.41) \$ 190.00
[X] Enclosed
Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
John V. Moriarty Signature Date 19 June 2003
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document:

06/24/2003 ECDOPER 00000269 2260047
01 FC:8521 40.00 DP
02 FC:8522 150.00 DP

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

TRADEMARK
REEL: 002763 FRAME: 0883

**State of Indiana  
Office of the Secretary of State**

**CERTIFICATE OF MERGER  
of  
NEXT MARKETING, INC.**

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that NonQualified Certificate of Merger of the above Delaware Non-Qualified Foreign Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Miscellaneous.

The following non-surviving entity(s):

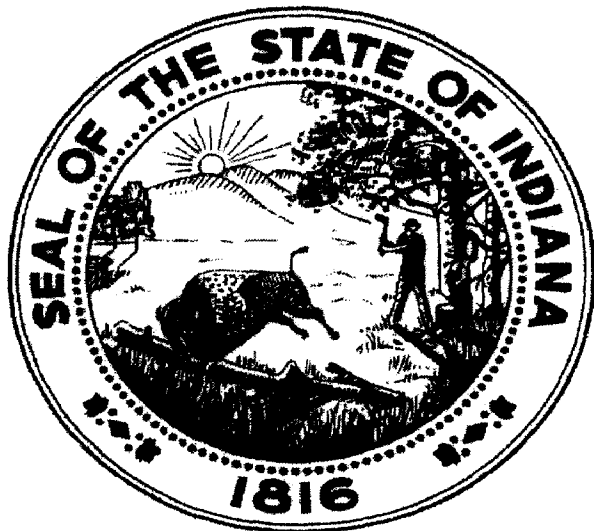
**NEXT, INC.**

a(n) For-Profit Domestic Corporation

merged with and into the surviving entity:

**NEXT MARKETING, INC.**

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, December 03, 2001.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 3, 2001.

*Sue Anne Gilroy*

SUE ANNE GILROY,  
SECRETARY OF STATE

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**TRADEMARK  
REEL: 002763 FRAME: 0884**

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RECEIVED  
INDIANA SECRETARY

ARTICLES OF MERGER  
OF  
NEXT, INC.  
INTO  
NEXT MARKETING, INC.

1997080736  
NL

FILED  
SECRETARY OF STATE

In accordance with the provisions of Section 23-1-40-5 of the Indiana Business Corporation Law, the undersigned hereby files these Articles of Merger for the purpose of merging Next, Inc. (the "Nonsurviving Corporation"), with and into Next Marketing, Inc. (the "Surviving Corporation"):

ARTICLE I - SURVIVING CORPORATION

1. The name of the corporation surviving the merger is Next Marketing, Inc. and such name has not been changed as a result of merger.
2. The Surviving Corporation is a corporation existing pursuant to the provisions of the Delaware General Corporation Law incorporated on November 26, 2001.

ARTICLE II - NONSURVIVING CORPORATION

1. The name of the corporation not surviving the merger is Next, Inc.
2. The Nonsurviving Corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on August 8, 1997 (Next).

ARTICLE III - AGREEMENT AND PLAN OF MERGER

The Agreement and Plan of Merger, containing such information as required by Section 23-1-40-1(b) of the Indiana Business Corporation Law, is set forth in Exhibit A, attached hereto and made a part hereof.

ARTICLE IV - ADOPTION AND VOTE OF SURVIVING CORPORATION

1. The Agreement and Plan of Merger has been approved by the unanimous written consent of all the directors and all of the shareholders of the Surviving Corporation executed on November 30, 2001.
2. The total number of shares of the Surviving Corporation which were outstanding at the time of approval of the Plan of Merger by its shareholders is 100, all of which are of one class and entitled to vote. The number of the aforesaid shares which were voted for the Plan of Merger is 100, and the number of said shares which were voted against the same is 0.

ARTICLE V - ADOPTION AND VOTE OF THE NONSURVIVING CORPORATION

1. The Agreement and Plan of Merger has been approved by the unanimous written consent of all of the directors and all of the shareholders of the Nonsurviving Corporation executed on November 30, 2001.


2. The number of shares of the Nonsurviving Corporation which were outstanding at the time of approval of the Plan of Merger by its shareholders is 100, all of which are of one class and entitled to vote. The number of the aforesaid shares which were voted for the Plan of Merger is 100, and the number of said shares which were voted against the same is 0.

ARTICLE VI - EFFECTIVE DATE

The merger shall be effective immediately upon filing with the Indiana Secretary of State.

IN WITNESS WHEREOF, the undersigned being the President of the Surviving Corporation executes these Articles of Merger and verifies, subject to penalties of perjury that the statements contained herein are true this 30th day of November, 2001.

NEXT, INC.

By:   
Danny F. Cooke, President

NEXT MARKETING, INC.

By:   
Danny F. Cooke, President

# EXHIBIT A

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER was approved on November 30, 2001 by Next, Inc. ("Next"), an Indiana corporation, by written consent adopted by its shareholders and directors on said date and Next Marketing, Inc.. ("Next Marketing"), a Delaware corporation, by written consent adopted by its stockholders and directors on said date.

1. The Merger. Next and Next Marketing shall, in accordance with the Indiana Business Corporation Law (the "Indiana Act") and the Delaware General Corporation Law (the "Delaware Act"), be merged with and into a single corporation (the "Merger"), to wit, Next Marketing, which shall be the surviving corporation upon the effective time of the Merger (the "Effective Time") and which is sometimes hereinafter referred to as the "Surviving Corporation," and which shall continue to exist as the Surviving Corporation pursuant to the provisions of the Delaware Act. The separate existence of Next, which is sometimes hereinafter referred to as the "Terminating Corporation," shall cease upon the Effective Time in accordance with the provisions of the Indiana Act.

2. Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation upon the Effective Time of the Merger shall become the Certificate of Incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware Act.

3. Bylaws. The bylaws of the Surviving Corporation as in force and effect upon the Effective Time of the Merger shall, continue to be the bylaws of the Surviving Corporation (the "Bylaws") and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware Act.

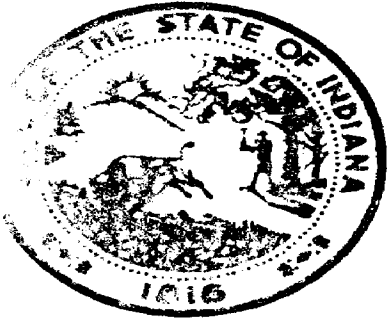
4. Officers and Directors. The directors and officers of the Surviving Corporation in office upon the Effective Time of the Merger shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws.

5. Merger Consideration. Upon the Effective Time of the Merger, (i) each issued and outstanding share of Common Stock of Next shall be converted into and become the right to receive a share of Common Stock of Next Marketing, (ii) each share of stock held in the treasury of Next shall be canceled without payment of consideration therefore, and (iii) each issued and outstanding share of the Next Marketing capital stock shall be converted into one share of the Common Stock of the Surviving Corporation.

6. Approval. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders entitled to vote thereon of the Terminating Corporation and of the Surviving Corporation for their approval or rejection in the manner prescribed by the respective provisions of the Indiana Act and the Delaware Act.

7. Filing. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Terminating Corporation and of the Surviving Corporation in the manner prescribed by the respective provisions of the Indiana Act and the Delaware Act, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Indiana and the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

8. Further Authorization. The directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger provided for herein.



STATE OF INDIANA  
Office of the Secretary of State

I hereby certify that this is a true and complete copy of the  
(5) FIVE page document(s)  
as filed in this office

DATED 26-13 20 23

Paul Roberts  
Secretary of State

BY Sharon Reynolds  
This Certification Stamp replaces our previous Certification  
System