

06-30-2003

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



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

Tab settings

102485561

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. 6.23.03
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State Arizona
Other
Additional name(s) of conveying party(ies) attached? Yes [X] 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
[X] Other limited liability company (Ariz.)
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
[X] Other Correction to previously recorded registration numbers (2)
Execution Date:

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,814,829 ; 2,493,984 ; 2,493,922
Additional number(s) attached Yes [X] 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: 3
7. Total fee (37 CFR 3.41) \$ 90.00
Enclosed
[X] Authorized to be charged to deposit account
8. Deposit account number: 150184

DO NOT USE THIS SPACE

9. Signature.
Susan M. Daly June 23, 2003
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 14

06/27/2003 ECOOPER 00000143 150184 1814829 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: 002767 FRAME: 0424

STATE OF ILLINOIS
CORP COMMISSION
FILED

2003 APR 28 P 2:49

ARTICLES OF AMENDMENT

APPR Jan Jitla
DATE APPR 4/28/2003

OF

TERM _____
DATE _____ TIME _____
0111051-4

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.

CF: 0040
Rev: 5/00

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. Bennett

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

05/15/2003 10:13
MAY. 8. 2003 11:18AM

0024004000
CASTLE & COOKE, INC. 310 827770

NO. 091 . 1. 0

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

TRADEMARK
REEL: 002767 FRAME: 0427

SCHEDULE A

MARKS AFFECTED BY

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

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

STATE OF CALIFORNIA
CORPORATION COMMISSION
FILED

2003 APR 28 P 2:49

ARTICLES OF AMENDMENT

COPY

APPR See Title
DATE APPR 7/28/2003

OF

TERM _____
DATE _____ TIME _____
0111051-4

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:

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CF: 0040
Rev: 5/00

COPY

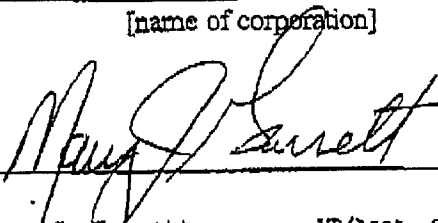
The voting group consisting of _____ outstanding shares of _____ [class or series] stock is entitled to _____ votes. There were _____ votes present at the meeting. The voting group cast _____ votes for and _____ votes against approval of the amendment. The number of votes cast for approval of the amendment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

VP/Asst. Secretary

[name]

[title]

COPIES

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

COPY

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