


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

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

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.

<p>1. Name of conveying party(ies): <u>IN ZONE, INC.</u></p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State <u>Georgia</u>  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>IN ZONE BRANDS, INC.</u> Internal Address: _____ Address: _____ Street Address: <u>7775 The Bluffs, Suite H</u> City: <u>Austell</u> State: <u>GA</u> Zip: <u>30168</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Georgia</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  <small>(Designations must be a separate document from assignment)</small>  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:  <input type="checkbox"/> Assignment      <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>12/12/2003</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>78165779, 78169244, 78227225</u></p> <p>B. Trademark Registration No.(s) <u>1875296, 1917999,</u> <u>2720234, 2726187, 2324574, 2707121, 2456708</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>John C. Cain</u> Internal Address: <u>Wong Cabello Lutsch Rutherford</u> <u>&amp; Bruccleri LLP</u> Street Address: <u>20333 Tomball Pkwy, Ste. 600</u> City: <u>Houston</u> State: <u>TX</u> Zip: <u>77070</u></p>	<p>6. Total number of applications and registrations involved: <u>10</u></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>265.00</u>  <input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>501922</u></p>
<p><b>DO NOT USE THIS SPACE</b></p>	
<p>9. Signature: <u>John C. Cain</u> Name of Person Signing            <u>January</u>, 2004 Signature      Date</p> <p>Total number of pages including cover sheet, attachments, and documents: <u>3</u></p> <p><small>Mail documents to be recorded with required cover sheet information to: Commissioner of Patent &amp; Trademarks, Box Assignments Washington, D.C. 20231</small></p>	

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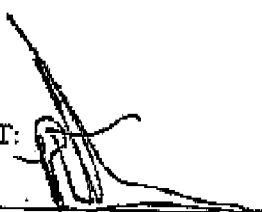
**CERTIFICATE OF MERGER  
OF  
IN ZONE, INC., A GEORGIA CORPORATION AND  
IN ZONE BRANDS INTERNATIONAL, INC., A GEORGIA CORPORATION  
INTO  
IN ZONE BRANDS, INC., A GEORGIA CORPORATION**

In Zone, Inc. ("In Zone"), In Zone Brands International, Inc. ("In Zone International") and In Zone Brands, Inc. ("In Zone Brands"), corporations organized and existing under and by virtue of the Business Corporation Code of the State of Georgia,

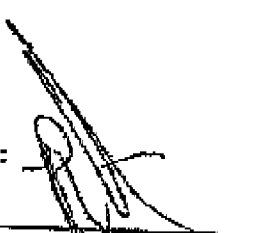
DO EACH RESPECTIVELY HEREBY CERTIFY:

1. In Zone, In Zone International and In Zone Brands have each adopted a Plan of Merger and Reorganization (the "Agreement"), which Agreement has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations and their respective Shareholders and Directors in accordance with the Business Corporation Code of the State of Georgia, as applicable.
2. The surviving corporation will be In Zone Brands, which shall remain a corporation organized and existing under and by virtue of the Business Corporation Code of the State of Georgia and the Articles of Incorporation and Bylaws of In Zone Brands shall remain, survive and control the surviving corporation. This merger shall be effective at 12:01 a.m. on December 30, 2003 (the "Effective Date"). On the Effective Date, all assets, rights and obligations of In Zone and In Zone International shall vest in In Zone Brands as the surviving corporation and all of the issued and outstanding stock of In Zone and In Zone International shall be cancelled.
3. The Agreement is on file at the principal place of business of the surviving corporation, In Zone Brands, which is located at 7775 The Bluffs, Suite H, Austell, Georgia 30168. In Zone Brands will furnish a copy of the Agreement on request and without cost, to any stockholder of any constituent corporation to this merger.
4. The surviving corporation, In Zone Brands, expressly assumes all of the property and assets of and all of the obligations and liabilities of In Zone and In Zone International.

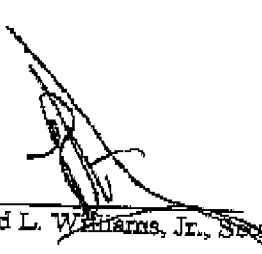
IN WITNESS WHEREOF, In Zone, In Zone International and In Zone Brands have caused this Certificate to be signed by their respective authorized officers, this 12th day of December 2003.

ATTEST:   
By: Richard L. Williams, Jr., Secretary  
[CORPORATE SEAL]

IN ZONE, INC.  
By:   
Leon James Scott, III, President

ATTEST:   
By: Richard L. Williams, Jr., Secretary  
[CORPORATE SEAL]

IN ZONE BRANDS INTERNATIONAL, INC.  
By:   
Leon James Scott, III, President

ATTEST:   
By: Richard L. Williams, Jr., Secretary  
[CORPORATE SEAL]

IN ZONE BRANDS, INC.  
By:   
Leon James Scott, III, President

RECORDED AND INDEXED  
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