

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Heritage Springfield, Incorporated	Heritage Albums, Inc.	06/05/1995	CORPORATION: OHIO

RECEIVING PARTY DATA	
Name:	Webway Incorporated
Street Address:	2815 Clearwater Rd.
City:	St. Cloud
State/Country:	MINNESOTA
Postal Code:	56301
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1320173	AGENDA

CORRESPONDENCE DATA	
Fax Number:	(612)632-4230
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	612-632-3230
Email:	tiffany.larson@gpmlaw.com
Correspondent Name:	Lori L. Wiese-Parks
Address Line 1:	P.O. Box 2906
Address Line 4:	Minneapolis, MINNESOTA 55402-0906

ATTORNEY DOCKET NUMBER:	82832
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NAME OF SUBMITTER:	Tiffany K. Larson, Paralegal
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Total Attachments: 10
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05215-0065



The State of Ohio

Bob Taft

Secretary of State

782402

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: **MUF**

of:

HERITAGE SPRINGFIELD, INCORPORATED

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5215 at Frame 0066 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 14TH day of JULY ,

A.D. 19 95 .



Bob Taft
Bob Taft
Secretary of State



Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

782402
05215-0066
Date 11/19/95
Fee 50-
9505118261

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

WEBWAY, INC.

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____
(complete only if the name of surviving entity is changing through the merger)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

Domestic (Ohio) corporation

Foreign (Non-Ohio) corporation incorporated under the laws of the state/ ~~country~~ of _____ and licensed to transact business in the state of Ohio.

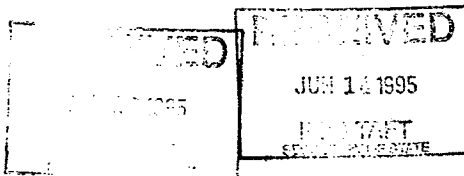
Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of MINNESOTA, and NOT licensed to transact business in the state of Ohio.

Domestic (Ohio) limited liability company

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

Domestic (Ohio) limited partnership, registration number _____



- [] Foreign (Non-Ohio) limited partnership organized under the laws of 05215-0067 state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(if insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)*

Name	State/ Country of Organization	Type of Entity
HERITAGE SPRINGFIELD, INC.	OHIO	CORPORATION
_____	_____	782462
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
JOEL SHAPIRO	1340 WOODMAN DRIVE
	(street and number)
	DAYTON, OHIO 45432
	(city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On _____ *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

V. Merger Authorized

05215-0068

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so .

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
LEE M. MORGAN	888 DAYTON STREET
	<small>(complete street address)</small>
	YELLOW SPRINGS, OHIO 45387
	<small>(city, village or township) (zip code)</small>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Lee M. Morgan
Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

05215-0069

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

(name) (street and number)
_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**
(If the qualifying entity is a foreign limited liability company, the following information must be completed)
 - a. The name of the limited liability company in its state of organization/registration is _____
 - b. The name under which the limited liability company desires to transact business in Ohio is _____
 - c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
 - d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

05215-0070

2. Foreign Qualifying Limited Partnership
(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____
- b. The limited partnership was formed on _____
under the laws of the state/country of _____
month day year
- c. The address of the office of the limited partnership in its state/country of organization is _____
- d. The limited partnership's principal office address is _____

e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

05215-0071

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

WEBWAY, INC.
exact name of entity
By: Lee M. Morgan
Its: President
Date: 6/5/95

HERITAGE SPRINGFIELD, INC.
exact name of entity
By: Lee M. Morgan
Its: President
Date: 6/5/95

WEBWAY, INC.
exact name of entity
By: Lee M. Morgan
Its: Chairman
Date: 6/5/95

HERITAGE SPRINGFIELD, INC.
exact name of entity
By: David B. Hoskins
Its: Vice President
Date: 6/5/95

WEBWAY, INC.
exact name of entity
By: D. Dennis Daniel
Its: Secretary
Date: 6/5/95

HERITAGE SPRINGFIELD, INC.
exact name of entity
By: Lee M. Morgan
Its: Chairman
Date: 6/5/95

exact name of entity
By: _____
Its: _____
Date: _____

HERITAGE SPRINGFIELD, INC.
exact name of entity
By: Carol A. Emerif
Its: Secretary
Date: 6/5/95

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signature, a separate sheet should be attached containing such signature)

Prescribed by Bob Taft, Secretary of State
131A

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities ~~05215-0072~~
(\$ 1701.86(H)(6) O.R.C.)

HERITAGE SPRINGFIELD INC.
(Exact Name of Corporation)

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate of Dissolution and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of Section 1701.95 of the Ohio Revised Code:

AGENCY	DATE NOTIFIED
1. Ohio Department of Taxation Dissolution Section Box 2476 Columbus, Ohio 43216	<u>6/20</u> , 19 <u>95</u>
2. Ohio Bureau of Employment Services Status & Liability Section 145 S. Front St. Columbus, Ohio 43215	<u>6/20</u> , 19 <u>95</u>
3. The treasurer of any County named below: _____	_____, 19 _____
_____	_____, 19 _____
_____	_____, 19 _____
4. Ohio Bureau of Workers' Compensation 246 North High Street Columbus, Ohio 43215	<u>6/20</u> , 19 <u>95</u>

(Note: This affidavit must be signed by one or more persons executing the certificate of surrender or by an officer of the corporation.)

By [Signature]
BARRY E. HOSKINS

Title VICE-PRESIDENT
888 DAYTON STREET
(Complete Street Address)
YELLOW SPRINGS, OHIO 45387
City State Zip

Sworn to before me and subscribed in my presence this 26 day of June, 19 95.

x [Signature]
Notary Public

SEAL

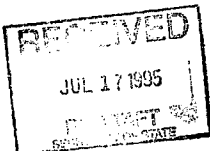
Commission Expires DORRIS J. DANIEL
Notary Public, State of Ohio
My Commission Expires May 4, 1999

Ohio Secretary of State Return Slip
Merger/Consolidation 05215-0074
June 16, 1995

Joel Shapiro
Goldman Rubin & Shapiro
1340 Woodman Drive
Dayton, Ohio 45432-3441

PURGED

JUL 17 1995



Re: Webway, Inc.

Document No. 9505118201

Dear Sir or Madam:

"IN ORDER TO RETAIN YOUR INITIAL FILING DATE OF 6/14/95 THE CORRECTED DOCUMENTS MUST BE RECEIVED BY THIS OFFICE NO LATER THAN 5:00 pm 7/7/95. IF CORRECTED DOCUMENTS ARE NOT RECEIVED BY THE SPECIFIED DATE, OR THE DOCUMENTS STILL REQUIRE CORRECTIONS, THE INITIAL FILING DATE WILL NOT BE PRESERVED.

The enclosed documents are being returned unfilled for the following reason(s):

- 1. Pursuant to Ohio Revised Code Section(s) 1701.81/1702.43, the certificate of Merger must set forth in respect of each constituent corporation the manner in which the agreement of merger or consolidation was adopted or approved by its directors/trustees and its shareholders/members or, if such adoption or approval is not required, the facts relied upon in establishing the absence of such a requirement.
- 2. Pursuant to Ohio Revised Code Section 1701.81, the certificate must be signed by the chairman of the board, president or vice-president and by the secretary or assistant secretary of each constituent corporation.
- 3. Pursuant to Ohio Revised Code Section 1701.80, an agreement of merger between a parent corporation and a subsidiary must state the designation and the number of the outstanding shares of each class of each subsidiary constituent corporation and the number of shares of each class owned by the surviving corporation.
- 4. Pursuant to Ohio Revised Code Section 1701.80, one or more domestic subsidiaries may be merged into a domestic or foreign parent corporation only if the parent owns ninety percent or more of each class of the outstanding shares of the subsidiary.
- 5. Pursuant to Ohio Revised Code Section 1701.79(B)(6), the surviving or new corporation must consent to be sued and served with process in this state, and the irrevocable appointment of the Secretary of State as its agent to accept service of process in any proceeding in the state of Ohio.
Pursuant to Ohio Revised Code Section 1701.79(F) if the surviving or new corporation does not desire to be licensed to transact business in the state of Ohio, the agreement of merger shall be accompanied by affidavits, receipts, certificates or other evidence required by division (H) of Section 1701.86 of the Revised Code with respect to each Ohio corporation, and with respect to foreign constituent corporation licensed to transact business in Ohio, the affidavits, receipts, certificates or other evidence required by division (C) or (D) of Section 1703.17 of the Revised Code. (Copies of requisite forms enclosed.)
- 7. The fee for filing a merger or consolidation is \$50.00.
- 8. _____ was cancelled by the Ohio Department of Taxation on _____ before filing the merger/consolidation, you must obtain a D-3 (Certificate of Reinstatement) from the Ohio Department of Taxation. The D-3 must be filed with the Secretary of State together with a \$10 filing fee prior to filing the merger/consolidation.
- 9. _____ was cancelled on _____ for failure to file its statement of continued existence. Prior to filing the merger, the enclosed Application for Reinstatement must be submitted together with the \$10 filing fee.
- 10. The enclosed Form 7 (Annual Statement of Proportion of Capital Stock) must be completed for the years _____ before the merger/consolidation may be filed.
- 11. Other: Affidavits must accompany merger if survivor is not to be licensed
If you have questions, please call. Also ->

CORRESPONDENCE

THIS RETURN SLIP EVIDENCES A FILING FEE CREDIT OF \$ 50- THIS RETURN SLIP MUST BE RETURNED WITH CORRECTED DOCUMENTS TO ASSURE PROPER CREDIT. A REFUND WILL BE ISSUED IF A CORRECTED FILING IS NOT COMPLETED WITHIN THIRTY DAYS. NOTE THE TIME FRAME OF THIRTY DAYS RELATES SOLELY TO FILING FEE REFUNDS. IT DOES NOT INCREASE THE TIME FOR RETAINING AN ORIGINAL FILING DATE.

PLEASE RETURN THIS LETTER WITH YOUR CORRECTED DOCUMENTS. If you have any questions regarding this matter, please call (614) 466-1396

enc: ->