

09-10-2003

ET

Docket No.:



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To the Honorable Commissioner of Pa.

102545737

attached original documents or copy thereof.

1. Name of conveying party(ies)
MHO, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other **Limited Liability Company -- Arizona**

Additional names(s) of conveying party(ies) Yes No



2. Name and address of receiving party(ies):

Name: **MHO, LLC**

Internal Address: **Suite 150**

Street Address: **4904 Eisenhower Boulevard**

City: **Tampa** State: **FL** ZIP: **33634**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other **Limited Liability Company -- Florida**

If assignee is not domiciled in the United States, a domestic designation is Yes No
 (Designations must be a separate document from
 Additional name(s) & address(es) Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **July 1, 2003**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s) 76/480,102 76/523,758	B. Trademark Registration No.(s) 1,441,476 2,503,890 1,617,063 1,576,842 1,436,709 2,503,891 1,932,542
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Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Cory M. Amron, Esquire**

Internal Address: **Vorys Sater Seymour and Pease LLP**

Street Address: **1828 L Street, N.W.**

11th Floor

City: **Washington** State: **DC** ZIP: **20036**

6. Total number of applications and registrations involved: **9**

7. Total fee (37 CFR 3.41): \$ **240.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
22-0585

09/10/2003 LIPELLER 00000019 76480102
 01 FC:0521 40.00 GP
 02 FC:0522 200.00 GP

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.

Cory M. Amron *Cory Amron* **September 5, 2003**
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and **6**

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>1. MHO, LLC</u> <u>14505 North Hayden Road</u> <u>Scottsdale, AZ 85260</u>	<u>Arizona</u>	<u>limited liability company</u>

Florida Document/Registration Number: N/A FEI Number: 86-0852319

<u>2. MHO, LLC</u> <u>4904 Eisenhower Boulevard</u> <u>Suite 150</u> <u>Tampa, FL 33634-6329</u>	<u>Florida</u>	<u>limited liability company</u>
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Florida Document/Registration Number: L03000019076 FEI Number: 75-3087795

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>MHO, LLC</u> <u>4904 Eisenhower Boulevard</u> <u>Suite 150</u> <u>Tampa, FL 33634-6329</u>	<u>Florida</u>	<u>limited liability company</u>

Florida Document/Registration Number: L03000019076 FEI Number: 75-3087795

THIRD: The exact name and street address of the statutory agent of the surviving party is:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

FOURTH: The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by MHO, LLC, a Florida limited liability company, in accordance with Chapter 608, Florida Statutes.

FIFTH: The attached Plan of Merger was approved by MHO, LLC, an Arizona limited liability company, in accordance with the laws of the State of Arizona. MHO, LLC, a Florida limited

liability company and the surviving party hereby acknowledges and agrees that it may be served with process in Arizona in an action, suit or proceeding for the enforcement of any obligation of MHO, LLC, an Arizona limited liability company, and hereby appoints the Arizona Corporation Commission as its agent to accept service of process in any such action, suit or proceeding. The Arizona Corporation Commission shall mail a copy of any such service of process to:

MHO, LLC
4904 Eisenhower Boulevard
Suite 150
Tampa, Florida 33634-6329.

SIXTH: As to MHO, LLC, an Arizona limited liability company, the members sufficiently approved the plan of merger, as follows:

<u>No. of Membership Interests</u>	<u>No. of Votes Entitled to be Cast</u>	<u>No. of Votes Cast in Favor of Plan of Merger</u>
1	1	1

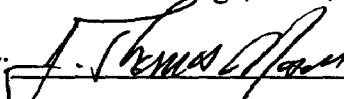
SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the operating agreement or articles of organization of any limited liability company or the articles of incorporation or bylaws of any corporation that is a party to the merger.

EIGHTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

NINTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

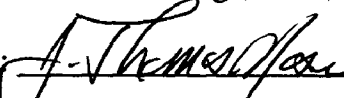
SIGNATURE(S) FOR EACH PARTY:

MHO, LLC, an Arizona limited liability company
By: MHO Holdings, LLC, its sole member

By:  _____

Its: Senior VP, General Counsel & Secretary

MHO, LLC, a Florida limited liability company
By: MHO Holdings, LLC, its sole member

By:  _____

Its: Senior VP, General Counsel & Secretary

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381 is being submitted in accordance with Section 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
MHO, LLC	an Arizona limited liability company
MHO, LLC	a Florida limited liability company

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
MHO, LLC	a Florida limited liability company

THIRD: The terms and conditions of the merger are as follows:

MHO Holdings, LLC is the sole member of both MHO, LLC, an Arizona limited liability company and MHO, LLC, a Florida limited liability company. MHO Holdings, LLC shall merge these subsidiaries into one entity, surviving as MHO, LLC, a Florida limited liability company.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

No interests in MHO, LLC are to be converted to interests in MHO, LLC because MHO Holdings, LLC is the sole member of the merging entities.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not applicable.

FIFTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

MHO, LLC shall be managed by a management committee, the initial members of which will be:

<u>Name</u>	<u>Address</u>
J. Thomas Mason	4904 Eisenhower Blvd., Suite 150, Tampa, FL 33634-6329
William A. Roberts	4904 Eisenhower Blvd., Suite 150, Tampa, FL 33634-6329
Fred J. Sikorski	4904 Eisenhower Blvd., Suite 150, Tampa, FL 33634-6329

SIXTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None.

SEVENTH: Other provisions, if any, relating to the merger:

None.

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on July 1, 2003, for MBO, LLC, the surviving Florida entity, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H03000223791 and this certificate issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is L03000019076.

Authentication Code: 403A00039548-070103-L03000019076-1/1

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the First day of July, 2003



Glenda E. Hood
 Glenda E. Hood
 Secretary of State

TRADEMARK