

10-07-2003

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

1. Name of conveying party(ies):

U.S.A. Direct, Inc.

10-3-03

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 12/27/1996

2. Name and address of receiving party(ies)

Name: USA Direct, Inc.

Internal

Address: _____

Street Address: 2901 Blackbridge Road

City: York State: PA Zip: 17402

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Pennsylvania
- 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

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,115,653;

1,452,472; 2,244,872; 1,628,567

Additional number(s) attached Yes No

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

Name: JoAnn F. Dilloway

Internal Address: _____

Barley, Snyder, Senft & Cohen, LLC

Street Address: 126 East King Street

City: Lancaster State: PA Zip: 17602-2893

6. Total number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

OFFICE OF PATENT RECORDS
2003 OCT -3 AM 9:43
FINANCE SECTION

9. Signature.

Scott F. Landis

Name of Person Signing

Signature

9/30/03

Date

Total number of pages including cover sheet, attachments, and document: 9

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

10/06/2003 BYRNE 00000007-2115653
01 FC:8521 40.00 00
02 FC:8522 75.00 00

DO NOT USE THIS SPACE

Microfilm Number _____

2705-836

Filed with the Department of State on DEC 27 1996

Entity Number 2730867

Jonathan K...

Secretary of the Commonwealth *JK*

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 89)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

The name of the corporation surviving the merger is: U.S.A. Direct, Inc.

(Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

a) 2901 Blackbridge Road, York PA 17402 York
Number and Street City State Zip County

b) _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

_____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

a) _____
Number and Street City State Zip County

b) _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

_____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

_____ Number and Street City State Zip

3. The name and the address of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

U.S.A. Direct, Inc.
c/o Stock and Leader
35 S. Duke Street
York, PA 17401

DEC 27 96

PA Dept. of State

M BURR KEIM COMPANY, PHILADELPHIA
1-800-533-8113

9703-837

CB-15-1926 (Rev 89)-2

(Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on December 31, 1996 at 11:59 p.m.

The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation

Manner of adoption

U.S.A. Direct, Inc.,
(a Pennsylvania corporation)

Approved by a Consent in writing, setting forth the action so taken, signed by all of the Shareholders entitled to vote thereon.

U.S.A. Direct, Inc.
(a Virginia corporation)

Approved by a Consent in writing, setting forth the action so taken, signed by all of the Shareholders entitled to vote thereon.

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A, attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street _____ City _____ State _____ Zip _____

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 27th day of December, 19 96.

U.S.A. Direct, Inc., a Pennsylvania corporation
(Name of Corporation)

BY: Richard M. Osborne
Richard M. Osborne (Signature)

TITLE: President

U.S.A. Direct, Inc., a Virginia corporation
(Name of Corporation)

BY: Richard M. Osborne
Richard M. Osborne (Signature)

TITLE: President

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COPY

PLAN AND AGREEMENT OF MERGER

of U.S.A. Direct, Inc.
(a Virginia corporation)

with and into

U.S.A. Direct, Inc.
(a Pennsylvania corporation)

THIS PLAN AND AGREEMENT OF MERGER is made the 27th day of December, 1996, between U.S.A. DIRECT, INC., a Virginia corporation (hereinafter "Virginia"), and U.S.A. DIRECT, INC., a Pennsylvania corporation (hereinafter "Pennsylvania"). Both corporations shall sometimes be referred to herein as "Constituent Corporations".

BACKGROUND

A. Virginia is a corporation duly organized and existing under the laws of the Commonwealth of Virginia, having been incorporated on December 31, 1985, and having an authorized capital of Five Thousand (5000) shares of common stock, of the par value of One (\$1.00) Dollar per share, of which One Hundred Fifty-Six (156) shares are issued and outstanding; and

B. Pennsylvania is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, having been incorporated on December 27, 1996, and having an authorized capital of Five Thousand (5000) shares of common stock, of no par value per share, of which one thousand (1000) shares are issued and outstanding; and

C. The respective Shareholders and Boards of Directors of both Virginia and Pennsylvania have determined that it is desirable for the benefit of both corporations and their shareholders that the properties, businesses, assets and liabilities of both corporations be

combined into one surviving Pennsylvania corporation, which shall be called "U.S.A. Direct, Inc."

NOW, THEREFORE, in consideration of the promises and the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. Background. The Background statements above are incorporated by reference herein and made a part of this Agreement.

2. Merger - Surviving Corporation. Virginia shall be and is hereby merged with and into Pennsylvania, effective as of the Effective Date. Pennsylvania shall survive the merger herein contemplated under the name U.S.A. Direct, Inc. (hereinafter sometimes referred to as the "Surviving Corporation"). The separate corporate existence of Virginia shall cease immediately upon the Effective Date.

3. Articles of Incorporation - Bylaws. The Articles of Incorporation and the Bylaws of Pennsylvania shall be and become the Articles of Incorporation and Bylaws of the Surviving Corporation and shall govern its affairs as of the Effective Date.

4. Purposes of Surviving Corporation. The Surviving Corporation shall, following the Effective Date, continue the business heretofore carried on by the Constituent Corporations.

5. Directors and Officers. The Sole Director of the Surviving Corporation on and after the Effective Date of the merger shall be Richard D. Osborne. He shall serve as Director until his successor shall have been elected at the annual meeting of Shareholders of the Surviving Corporation next following the Effective Date.

The officers of the Surviving Corporation on and after the Effective Date of the merger shall be as follows:

Richard M. Osborne	President
John P. Hydinger	Treasurer
William H. Neff, Jr.	Secretary

6. Effective Date. The merger provided for by this Plan of Merger shall become effective at 11:59 p.m., December 31, 1996 (the "Effective Date") and the separate existence of Virginia, except insofar as continued by statute, shall thereupon cease.

7. Effect of Shares on the Constituent Corporations. Upon the Effective Date, each share of the common stock of Virginia issued and outstanding on the Effective Date and all rights in respect thereof shall, without any action on the part of the shareholder, automatically be deemed canceled, made void, and shall be surrendered to the Secretary of the Surviving Corporation. Each share of the common stock of Pennsylvania issued and outstanding on the Effective Date and all rights in respect thereof shall, without any action on the part of the shareholder, automatically continue as a share of the Surviving Corporation; and the sole shareholder of both Constituent Corporations shall be the sole shareholder of the Surviving Corporation.

8. Effect of Merger. Immediately upon the Effective Date:

A. The Surviving Corporation shall possess all the rights, privileges, immunities, powers, purposes and franchises, of a public as well as a private nature, and shall be subject to all the restrictions, disabilities, obligations and duties of each of the Constituent Corporations, except as otherwise herein provided, and except as otherwise provided by law;

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B. The Surviving Corporation shall be vested with all property, real, personal or mixed, and all debts due to the Constituent Corporations on whatever account as well as all other things in action or belonging to the Constituent Corporations; and

C. All property, rights, privileges, immunities, powers, purposes and franchises of the Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date; and all debts, liabilities, obligations and duties of the Constituent Corporations shall thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it. The Surviving Corporation shall execute and perform a Master Assumption Agreement with respect to certain obligations of Virginia to CoreStates Bank, N.A., as set forth more fully therein.

D. All employees of the Constituent Corporations shall become employees of the Surviving Corporation on the same terms and conditions and with the same duties as they had when employed by the Constituent Corporations. All employee benefit plans of the Constituent Corporations shall continue in effect with the Surviving Corporation as the employer.

9. Delivery of Deeds and Instruments. From time to time as and when requested by the Surviving Corporation or by its successors or

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assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall take, or cause to be taken, all such other and further actions as the Surviving Corporation may deem necessary and desirable in order more fully to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, powers and franchises referred to in Section 8 hereof and otherwise to carry out the intent and purpose of this Plan and Agreement of Merger. For the convenience of the parties, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

10. Expenses of Merger. The Surviving Corporation shall pay all pre- and post-Effective Date expenses of developing and performing this Plan and Agreement of Merger.

11. Termination of this Agreement. This Agreement may be terminated and the merger may be abandoned at any time prior to the Effective Date by writing to that effect by the Board of Directors or Shareholders of either of the Constituent Corporations.

12. Binding Effect. This Agreement shall be binding upon the parties hereto, their heirs, executors, administrators, successors and assigns.

13. Controlling Law/Statutory Merger. The validity, effect, and interpretation of this instrument shall be controlled by the laws of the Commonwealth of Pennsylvania. The merger of the Constituent

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Corporations under this Agreement shall be accomplished in accord with the provisions of the Pennsylvania Business Corporation Law of 1988 as amended and the provisions of this Agreement shall be construed and interpreted in a manner consistent therewith. It is also intended that the merger shall be a "statutory merger" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by their respective Boards of Directors, has caused this Plan and Agreement of Merger to be executed by their respective Presidents and their respective corporate seals to be affixed hereto, duly attested by their respective Secretaries, on the day and year first above written.

Attest:


Secretary


U.S.A. DIRECT, INC.
(a Virginia Corporation)

BY 
President

Attest:


Secretary

U.S.A. DIRECT, INC.
(a Pennsylvania Corporation)

BY 
President