

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	merger and change of name
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PMG Acquisition Corp.		12/28/2001	CORPORATION: TENNESSEE

RECEIVING PARTY DATA	
Name:	PMG Acquisition, LLC
Street Address:	201 S. 4th Street
City:	Paducah
State/Country:	KENTUCKY
Postal Code:	42003
Entity Type:	limited liability company: KENTUCKY

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2534005	HOME GROWN. WORLD WISE.

CORRESPONDENCE DATA	
Fax Number:	(919)416-8339
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	919 286-8028
Email:	PTO_TMconfirmation@mvalaw.com
Correspondent Name:	Moore & Van Allen PLLC
Address Line 1:	2200 West Main Street
Address Line 2:	Suite 800
Address Line 4:	Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	512485.1248 CLE
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NAME OF SUBMITTER:	Charles L. Evans
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Total Attachments: 13
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OP \$40.00 2534005

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ARTICLES OF MERGER
OF
PMG ACQUISITION CORP.
INTO AND WITH
PMG ACQUISITION I LLC

0527373.00

John Y. Brown III
Secretary of State
Received and Filed
2/28/2001 10:35 AM
Fee Receipt: \$50.00
Pcraine - LAOM

1. Attached hereto as Annex A and made a part hereof is a Plan of Merger, Reorganization (the "Plan of Merger") pursuant to which PMG Acquisition Corporation ("Target") shall merge with and into PMG Acquisition I LLC, a Kentucky limited liability company ("Acquisition"), in accordance with the laws of the Commonwealth of Kentucky and the State of Tennessee.

2. Target has authorized 1,000 shares of common stock without par value, of which 1,000 shares are issued and outstanding and entitled to vote on the Plan of Merger. There are no other voting groups. All of the 1,000 issued and outstanding shares voted for the Plan of Merger and no shares were voted against the Plan of Merger. The number of shares cast for the Plan of Merger were sufficient for approval of the Plan of Merger. The Plan of Merger was duly authorized and approved by each of Target and Acquisition in accordance with KRS 275.350 and with applicable Tennessee law.

3. Acquisition has one issued and outstanding share of common stock. The sole shareholder of Acquisition was entitled to cast one vote on the Plan of Merger. There are no other voting groups. The Plan of Merger was approved by the sole shareholder of Acquisition. The Articles of Organization of Acquisition provide that Acquisition's Members are referred to as "shareholders".

4. The Articles of Organization of the surviving limited liability company in the merger are amended to change its name to PMG Acquisition, LLC.

PMG ACQUISITION CORP.

By David M. Paxton
David M. Paxton, President

PMG ACQUISITION I LLC

By Richard E. Paxton
Richard E. Paxton, Manager

ANNEX A

PLAN OF MERGER AND REORGANIZATION
OF
PMG ACQUISITION CORP.
INTO AND WITH
PMG ACQUISITION I LLC

1. The names of the business entities planning to merge are PMG Acquisition Corp. ("Target") and PMG Acquisition I LLC ("Acquisition"). The name of the surviving business entity into which Target plans to merge is PMG Acquisition I LLC.
2. The effective date of the merger (the "Effective Date") will be the date on which the Articles of Merger are filed with the Kentucky Secretary State. At the Effective Time, ipso facto, and without any action on the part of the holder thereof, each issued and outstanding share of Target common stock will be converted into one share of the surviving business entity's common stock. At the Effective Time, the one issued and outstanding share of Acquisition common stock will be canceled.
3. From and after the Effective Time, until changed or amended in accordance with the Articles of Organization, the Bylaws or applicable law: (i) the officers and directors of Target will be the officers and directors of the surviving limited liability company; (ii) the Articles of Organization of Acquisition will be the Articles of Organization of the surviving limited liability company, except that the Articles of Organization are hereby amended to change the name of the surviving limited liability company to PMG Acquisition LLC; and (iii) the Bylaws and any shareholders' agreement of Target will be the Operating Agreement of the surviving limited liability company.
4. The merger of Target and Acquisition will be a corporate reorganization governed by IRC § 368(a)(1)(F). The Board of Directors may abandon the merger at any time prior to the filing of the Articles of Merger.

LOUIMDMS/117109.1

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 12/31/01
REQUEST NUMBER: 4379-1384
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/28/01 1429
EFFECTIVE DATE/TIME: 12/28/01 1429
CONTROL NUMBER: 0288347

TO:
FROST BROWN TODD LLC
424 CHURCH ST
STE 1600
NASHVILLE, TN 37219

RE:
NOT ORGANIZED OR FORMED LLC
CERTIFICATE OF MERGER - LIMITED LIABILITY COMPANY

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED CERTIFICATE OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CERTIFICATE OF MERGER - LIMITED LIABILITY COMPANY ON DATE: 12/31/01

FROM:
FROST BROWN TODD LLC (424 CHURCH ST)
424 CHURCH ST.
STE 1600
NASHVILLE, TN 37219-0000

	FEE	
RECEIVED:	\$100.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$100.00

RECEIPT NUMBER: 00002976003
ACCOUNT NUMBER: 00370266



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

TRADEMARK
REEL: 002875 FRAME: 0170

14508.125467 1118134

**ARTICLES OF MERGER
OF
PMG ACQUISITION CORP.
INTO AND WITH
PMG ACQUISITION I LLC**

FILED

RECEIVED
STATE OF TENNESSEE

01 DEC 28 PM 2:28

SECRETARY OF STATE

1. Attached hereto as Annex A and made a part hereof is a Plan of Merger and Reorganization (the "Plan of Merger") pursuant to which PMG Acquisition Corp., a Tennessee corporation ("Target") shall merge with and into PMG Acquisition I LLC, a Kentucky limited liability company ("Acquisition"), in accordance with the laws of the Commonwealth of Kentucky and the State of Tennessee.

2. Target has authorized 1,000 shares of common stock without par value, of which 1,000 shares are issued and outstanding and entitled to vote on the Plan of Merger. There are no other voting groups. All of the 1,000 issued and outstanding shares voted for the Plan of Merger and no shares were voted against the Plan of Merger. The number of shares cast for the Plan of Merger were sufficient for approval of the Plan of Merger. The Plan of Merger was duly authorized and approved by each of Target and Acquisition in accordance with KRS 275.350 and with applicable Tennessee law.

3. Acquisition has one issued and outstanding share of common stock. The sole shareholder of Acquisition was entitled to cast one vote on the Plan of Merger. There are no other voting groups. The Plan of Merger was approved by the sole shareholder of Acquisition. The Articles of Organization of Acquisition provide that Acquisition's Members are referred to as "shareholders".

4. The Articles of Organization of the surviving limited liability company in the merger are amended to change its name to PMG Acquisition, LLC.

PMG ACQUISITION CORP.

By David M. Paxton
David M. Paxton, President

PMG ACQUISITION I LLC

By Richard E. Paxton
Richard E. Paxton, Manager

ANNEX A**PLAN OF MERGER AND REORGANIZATION
OF
PMG ACQUISITION CORP.
INTO AND WITH
PMG ACQUISITION I LLC**

1. The names of the business entities planning to merge are PMG Acquisition Corp. ("Target") and PMG Acquisition I LLC ("Acquisition"). The name of the surviving business entity into which Target plans to merge is PMG Acquisition I LLC.

2. The effective date of the merger (the "Effective Date") will be the date on which the Articles of Merger are filed with the Kentucky Secretary State. At the Effective Time, ipso facto, and without any action on the part of the holder thereof, each issued and outstanding share of Target common stock will be converted into one share of the surviving business entity's common stock. At the Effective Time, the one issued and outstanding share of Acquisition common stock will be canceled.

3. From and after the Effective Time, until changed or amended in accordance with the Articles of Organization, the Bylaws or applicable law: (i) the officers and directors of Target will be the officers and directors of the surviving limited liability company; (ii) the Articles of Organization of Acquisition will be the Articles of Organization of the surviving limited liability company, except that the Articles of Organization are hereby amended to change the name of the surviving limited liability company to PMG Acquisition LLC; and (iii) the Bylaws and any shareholders' agreement of Target will be the Operating Agreement of the surviving limited liability company.

4. The merger of Target and Acquisition will be a corporate reorganization governed by IRC § 368(a)(1)(F). The Board of Directors may abandon the merger at any time prior to the filing of the Articles of Merger.

**ARTICLES OF ORGANIZATION
FOR
PMG ACQUISITION I LLC**

The undersigned person forms a Kentucky limited liability company pursuant to the Kentucky Limited Liability Company Act (the "Act"), KRS Chapter 275, as follows:

1. The name of the limited liability company (the "Company") shall be PMG Acquisition I LLC.
2. The street address of the Company's initial registered office shall be 201 South 4th Street, Paducah, Kentucky 42002. The name of the Company's initial registered agent at that office shall be FBT LLC.
3. The mailing address of the initial principal office of the Company shall be 201 South 4th Street, Paducah, Kentucky 42002.
4. The Company is to be managed by one or more managers. Each of the Company's executive officers and the Company's Board of Directors established under paragraph 6 hereof shall be a "manager" under the Act.
5. The purpose for which the Company is organized, the business which it shall be empowered to conduct, and the enterprises which it may engage, shall include the following:
 - (a) To purchase, lease, license, or otherwise acquire, to invest in, own, manage, exchange, hold, mortgage, pledge, sell, assign, transfer and convey, or otherwise dispose of, and to deal and with, real and personal property of every class and description, and all interests therein, and all types of improvements used or useful in connection with any such enterprises;
 - (b) To borrow money and to issue its bonds, debentures or other obligations, and to secure such loans to it and said bonds, debentures and other obligations by pledge, mortgage, deed of trust, assignment or otherwise, of any interest in its property or assets;
 - (c) To acquire, buy, sell, use, mortgage, pledge, transfer or otherwise receive and dispose of, shares of the capital stock of the Company, or any bonds, securities, or evidence of indebtedness created by, any other business entities organized under the laws of any state, and while the owner thereof, exercise all the rights, powers and privileges of ownership;
 - (d) To hold, collect and enforce, notes, contracts and chooses in action; and to act as broker, agent and representative for the sale of all kinds of, and interests in, personal and real property;
 - (e) To purchase, hold, sell, and transfer shares of its, own capital stock,

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John Y. Brown III
Secretary of State

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12/18/2001 04:31 PM

Fee Receipt: \$40.00

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subject to the limitations of the Kentucky Revised Statutes; and

(f) To transact any and all lawful businesses permitted to organizations like the Company under Kentucky law.

6. The affairs of the Company shall be managed and conducted by a Board of Directors which initially shall consist of three members. The number of directors may be changed by the Board of Directors or the members, as provided in the Company's Bylaws. The initial directors of the Company shall be: James Fred Paxton, Jr.; David M. Paxton; and Richard Edwin Paxton.

7. The annual meetings of the shareholders and directors shall be held at such times as shall be fixed by the Bylaws.

8. The authority to adopt, amend and repeal Bylaws is expressly vested in the Board of Directors, subject to the power of the shareholders to revoke or amend, in whole or in part, the Bylaws adopted by the Board of Directors.

9. Units of membership interests in the Company will be referred to as "shares". The Company's members will be referred to as "shareholders".

10. The existence of the Company will be perpetual.

11. The total authorized capital of the Company shall consist of One Thousand (1,000) shares, which shares shall have all voting power of the Company. The provisions of Subtitles 6, 7, 8, 10, and 13 of KRS Chapter 271B will be applicable to the Company and its shareholders, as if the Company were a corporation governed by the Kentucky Business Corporation Act, KRS Chapter 271B. References in KRS Chapter 271B to "Articles of Incorporation" shall be deemed to refer to "Articles of Organization".

13. No director of the Company shall be personally liable the Company or its shareholders for monetary damages for a breach of his or her duties as a director except for liability: (1) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Company or its shareholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or are known to director to be a violation of law; (3) for voting for or assenting to distributions made in violation of the Kentucky Revised Statutes; or (4) for any transaction from which the director derived an improper personal benefit. If the Kentucky Revised Statutes are hereafter amended to authorize action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article by the shareholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification. This Article shall continue to be applicable with respect to any breach of duties by a director of the Company as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

Richard E. Paxton

Richard E. Paxton, as organizer

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**CONSENT TO SERVE
AS
INITIAL REGISTERED AGENT
FOR
PMG ACQUISITION CORP. ACQUISITION LLC**

The undersigned hereby consents to serve as the initial registered agent PMG Acquisition Corp. Acquisition LLC (the "Company"), as contemplated by the Company's Articles of Organization.

By Richard E. Paxton
Richard E. Paxton



John Y. Brown III
Secretary of State

Certificate of Existence

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

PMG ACQUISITION I LLC

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is December 18, 2001.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 20th day of December, 2001.

John Y. Brown, III

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
Bthompson/0527373

Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 08/04/1999
REQUEST NUMBER: 99216540
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 05/24/1995
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0295210
JURISDICTION: TENNESSEE

CAPITAL FILING SERVICE, INC
51 HIGHWAY 70 S
333
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE, INC
7051 HIGHWAY 70 S
NO 333
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"PMG ACQUISITION CORP."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

REQUEST FOR CERTIFICATE

ON DATE: 08/04/99

CAPITAL FILING SERVICE, INC.
51 HWY 70 S
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$60.00 \$0.00
TOTAL PAYMENT RECEIVED: \$60.00

RECEIPT NUMBER: 00002531651
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

RECEIVED
STATE OF TENNESSEE

95 MAY 24 PM 2:28

RILEY BARNELL
SECRETARY OF STATE

CHARTER
OF
PMG ACQUISITION CORP.

The undersigned, acting as the incorporator of a corporation under the Tennessee Business Corporation Act, adopts the following charter for such corporation:

1. The name of the corporation is PMG Acquisition Corp.
2. The corporation is for profit.
3. The street address of the corporation's principal office is:

408 Kentucky Avenue
Paducah, KY 42001
County of ~~me~~Cracken.

4. (a) The name of the corporation's initial registered agent is Corporation Services Company.

(b) The street address of the corporation's initial registered office in Tennessee is:

306 Gay Street
Nashville, TN 37201
County of Davidson.

5. The name and address of the incorporator is:

Samuel E. Stumpf, Jr.
Bass, Berry & Sims
2700 First American Center
Nashville, TN 37238-2700

6. The number of shares of stock the corporation is authorized to issue is one thousand (1,000) shares of common stock, no par value.

7. The shareholders of the corporation shall not have preemptive rights.

8. To the fullest extent permitted by the Tennessee Business Corporation Act as in effect on the date hereof and as hereafter amended from time to time, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Tennessee Business Corporation Act or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Tennessee Business Corporation Act, as so amended from time to time. Any repeal or modification of this Paragraph 8 by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

Dated: May 24, 1995


Incorporator

Schedule 1

**PMG Acquisition LLC
(Kentucky Limited Liability Company)**

U.S. Trademark

Registered Mark

HOME GROWN. WORLD WISE.	2534005	1/29/02
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