

01-06-2004



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FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

1-2-04

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): USA Sports Labs, Inc. and Power Source Distributors, Inc.</p> <p>Additional name(s) of conveying party(ies) attached? No</p>	<p>2. Name and address of receiving party(ies) Name: USA Laboratories, Inc. Street Address: 1438 Highway 96 City: Burns ST: TN ZIP 37029 Additional name(s) &amp; address(es) attached? No</p>
<p>3. Nature of conveyance: Merger Execution Date: December 28, 2000</p>	

OPR/FINANCE JAN -2 PM 1:26

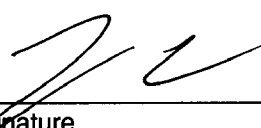
4. Application number(s) or trademark number(s):

A. Trademark Application No.(s):      B. Trademark No.(s): 2,225,250 and 2,039,784  
Additional numbers attached?  Yes  No

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: WADDEY &amp; PATTERSON BANK OF AMERICA PLAZA SUITE 2020 414 UNION STREET NASHVILLE, TN 37219 Customer No. 23456</p>	<p>6. Total number of applications and trademarks involved: 2</p> <hr/> <p>7. Total fee (37 CFR 3.41):..... \$65.00 The fee is enclosed</p> <hr/> <p>8. Deposit account number:    <b>23-0035</b> (Attach duplicate copy of this page if paying by deposit account.)</p>
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**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.*

Edward D. Lanquist, Jr.            1/30/04

\_\_\_\_\_  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to:  
Director of the USPTO, Mail Stop Assignment Recordation Services  
P.O. Box 1450  
Alexandria, VA 22313-1450

01/05/2004 DB:RNE 00000296 2225250  
01 FD:8521 40.00 GP  
02 FD:8522 25.00 GP

**TRADEMARK**  
REEL: 002890 FRAME: 0868

**ARTICLES OF MERGER  
OF USA SPORTS LABS, INC.,  
AND POWER SOURCE DISTRIBUTORS, INC.**

Pursuant to the provisions of §§ 48-21-102 and 48-21-108 of the Tennessee Business Corporation Act ("TBCA"), the undersigned corporations adopt the following Articles of Merger:

1. The Agreement and Plan of Merger and Reorganization ("Agreement") was approved by each of the undersigned corporations in the manner prescribed by the TBCA.

2. At the Effective Time as herein defined, USA Sports Labs, Inc., ("USA") shall be merged with and into Power Source Distributors, Inc. ("Power Source") in accordance with the provisions of § 48-21-102 of the TBCA and with the effect provided in § 48-21-108 of the TBCA (the "Merger"). The Shareholders of USA shall receive, in the aggregate, one thousand (1,000) shares of the no par value common voting stock of Power Source as provided in the Agreement, with cash being paid in lieu of fractional shares. Dissenting shares shall be treated in the manner set forth in the Agreement.

3. The Agreement was approved unanimously by the Board of Directors of USA and recommended to the Shareholder thereof by said Board of Directors in accordance with law (1,000 shares outstanding and entitled to vote). The Agreement was approved by USA's Shareholder by unanimous vote of 1,000 shares FOR (100%), -0- shares AGAINST (0.0%), and -0- shares ABSTAINING (0.0%). The Shareholder's action is evidenced by a duly and validly executed Action on Written Consent dated to be effective as of December 28, 2000.

4. The Agreement was approved unanimously by the Board of Directors of Power Source and recommended to the Shareholders thereof by said Board of Directors in accordance with law (1,000 shares outstanding and entitled to vote). The Agreement was approved by Power Source's Shareholders by a unanimous vote of 1,000 shares FOR (100%), -0- shares AGAINST (0.0%), and -0- shares ABSTAINING (0.0%). The Shareholder's action is evidenced by a duly and validly executed Action on Written Consent dated to be effective as of December 28, 2000.

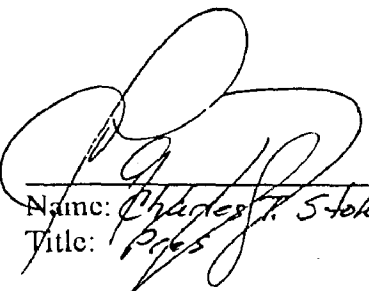
5. Power Source shall be the surviving corporation and its charter and bylaws in effect at the Effective Time shall be the charter and bylaws of the surviving corporation.

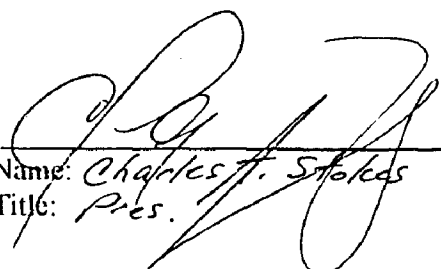
6. The Merger is to be effective as of the date that these Articles of Merger are filed with the Tennessee Secretary of State (the "Effective Time").

Dated: December 28, 2000.

USA SPORTS LABS, INC.

POWER SOURCE DISTRIBUTORS, INC.

By:   
Name: Charles F. Stokes  
Title: Pres.

By:   
Name: Charles F. Stokes  
Title: Pres.