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A4,006

03-01-2004

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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102681319

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

1. Name of conveying party(ies):

Atlantic Pacific Automotive, L.P.

- 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: 12/18/2001, effective 12/31/2001

2. Name and address of receiving party(ies)

Name: Ezon, Inc.

Internal Address: _____

Street Address: 1900 Exeter Rd., Suite 200

City: Germantown State: TN Zip: 38138-2946

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Florida
- 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) 1,109,157

Additional number(s) attached Yes No

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

Name: Russell H. Walker
Walker, McKenzie & Walker, P.C.
Internal Address: _____

Street Address: 6363 Poplar Ave., Suite 434
City: Memphis State: TN Zip: 38119-4896

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 3.41).....\$ 415.00

- Enclosed
- Authorized to be charged to deposit account (excess charges and refunds)

8. Deposit account number:

23-0125

(Attach duplicate copy of this page if paying by deposit account)

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.

Russell H. Walker (Reg.No. 35,401)

Russell H. Walker

2/23/2004

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 8

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

02/27/2004 ECDOPER 0000025 1109157

01 FC:8521
02 FC:8522

40.00 DP
375.00 DP

TRADEMARK
REEL: 002919 FRAME: 0375

CONTINUATION OF ITEM 1 ON RECORDATION FORM COVER SHEET:

Additional name of conveying party: EZRI, LLC (Delaware limited liability company)

CONTINUATION OF ITEM 4(B) ON RECORDATION FORM COVER SHEET:

Registration Numbers:

1,109,225

1,119,596

1,152,751

1,306,627

1,355,229

1,387,466

1,443,048

1,444,041

1,468,088

1,486,064

1,709,608


1,740,557

1,832,124

1,853,596

2,238,417

State of Florida

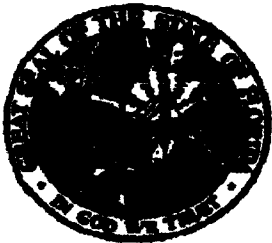


Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on December 20, 2001 effective December 31, 2001, for EZON, INC., the surviving Florida entity, as shown by the records of this office.

The document number of this entity is P00000116776.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Twenty-first day of December, 2001



CF2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF MERGER

MERGING

ATLANTIC PACIFIC AUTOMOTIVE, L.P.
(a Tennessee limited partnership)

AND

EZRI, LLC
(a Delaware limited liability company)

WITH AND INTO

EZON, INC.
(a Florida corporation)

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act, Fla. Stat. Ann. §§ 607.0101 *et seq.* (the "Florida Act"), the undersigned corporation hereby submits these articles of merger to the Florida Department of State and states as follows:

1. Attached hereto as Appendix I is a correct and complete copy of the Plan of Merger dated as of December 18, 2001 (the "Plan of Merger") among Ezon, Inc., a Florida corporation (the "Surviving Entity"), EZRI, LLC, a Delaware limited liability company ("EZRI"), and Atlantic Pacific Automotive, L.P., a Tennessee limited partnership ("Automotive" and, together with EZRI, collectively, the "Merging Entities"), which provides for the merger of the Merging Entities with and into the Surviving Entity (the "Merger"), effective at the time set forth in paragraph 4 hereof.

2. The Plan of Merger has been approved by the Surviving Entity in accordance with the applicable provisions of the Florida Act.

3. The Plan of Merger has been approved by the Merging Entities in accordance with the applicable laws of the respective states under which the Merging Entities were formed or organized.

4. The Merger shall become effective at 11:59 p.m., Eastern Daylight Time, on December 31, 2001.

IN WITNESS WHEREOF, the undersigned corporation has caused these articles of merger to be executed by its duly authorized officer on December 18, 2001.

EZON, INC.

By: 
Jack O. Tackett,
Executive Vice President

01 DEC 20 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

MEMORANDUM OF ACTION
BY WRITTEN CONSENT OF THE DIRECTORS
IN LIEU OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS

Pursuant to the provisions of Section 607.0821 of the Florida Business Corporation Act, Fla. Stat. Ann. §§ 607.0101 *et seq.* (the "Florida Act"), the undersigned, being all of the directors of Ezon, Inc., a Florida corporation (the "Corporation"), do hereby take, consent to and vote in favor of the following actions and adopt the following resolutions, all as if such actions were taken and consented to, and such resolutions were adopted, at a special meeting of the Board of Directors of the Corporation duly and validly called and held, and do hereby waive any required notice in connection therewith:

RESOLVED, that the Board of Directors hereby determines that it is advisable and in the best interests of the Corporation and its shareholders that EZRI, LLC, a Delaware limited liability company of which the Corporation is the sole member ("EZRI"), and Atlantic Pacific Automotive, L.P., a Tennessee limited partnership of which the Corporation is the sole general partner and EZRI is the sole limited partner ("Automotive"), merge with and into the Corporation upon the terms and subject to the conditions set forth in a Plan of Merger dated as of December 18, 2001 among the Corporation, EZRI and Automotive (the "Plan of Merger"), pursuant to which the Corporation will be the surviving entity; and it is hereby

FURTHER RESOLVED, that the Board of Directors hereby authorizes and approves in all respects the terms and conditions of, and the transactions contemplated by, the Plan of Merger; and it is hereby

FURTHER RESOLVED, that the Board of Directors hereby separately authorizes and empowers each of Bruce J. Gomez, Jack O. Tackott and Gary E. Ittner, being, respectively, the duly elected, qualified and acting President, Executive Vice President and Secretary, and Assistant Secretary of the Corporation, in the name and on behalf of the Corporation, to (i) vote the Corporation's limited liability company membership interest in EZRI and the Corporation's partnership interest in Automotive in favor of the Merger and the Plan of Merger and (ii) cause EZRI to vote its partnership interest in Automotive in favor of the Merger and the Plan of Merger, at one or more meetings of the members of EZRI or partners of Automotive, as the case may be, that are duly and validly called and held, or to execute and deliver one or more written consents, or to cause one or more written consents to be executed and delivered by EZRI, approving the Plan of Merger and the transactions contemplated thereby in lieu of one or more of such meetings; and it is hereby

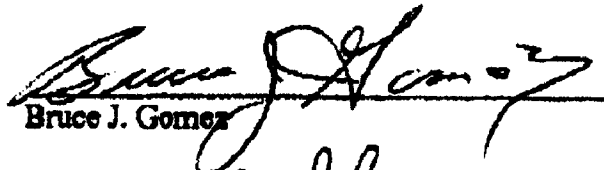
FURTHER RESOLVED, that the Board of Directors further authorizes and empowers each of the foregoing officers to (i) execute, acknowledge, deliver and file for record, or cause to be delivered and filed for record, the Plan of Merger and all other documents,

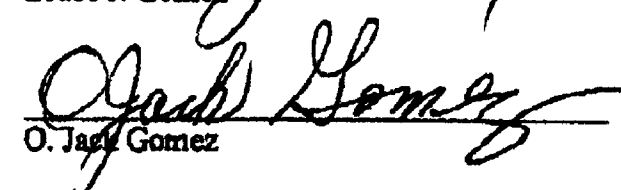
instruments, and certificates, as such officer may deem necessary, advisable or proper to effect and carry out the intent and purposes of the foregoing resolutions; and it is hereby

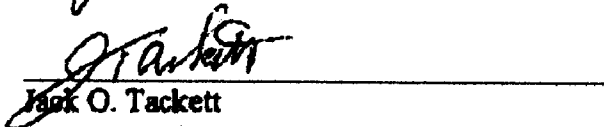
FURTHER RESOLVED, that this memorandum of action (i) may be executed in any number of counterparts, each of which shall be an original, but all of which shall constitute one and the same instrument, and (ii) shall become effective, as of the date specified below, upon the execution of at least one counterpart hereof by all of the directors and the sole member, and it shall not be necessary that any single counterpart bear the signatures of all directors and the sole member; and it is hereby

FURTHER RESOLVED, that the undersigned hereby direct the Secretary of the Company to file a copy of this memorandum of action with the minutes of the proceedings of the Board of Directors and members of the Company.

IN WITNESS WHEREOF, the undersigned have executed this memorandum of action as of December 18, 2001, to be effective as of such date.


Bruce J. Gomez


O. Jack Gomez


Jack O. Tackett

EZON, INC.

By: 
Jack O. Tackett,
Executive Vice President

MEMORANDUM OF ACTION BY THE
PARTNERS IN LIBU OF A MEETING OF THE PARTNERS

The undersigned, being all of the partners of Atlantic Pacific Automotive, L.P., a Tennessee limited partnership (the "Partnership"), do hereby take, consent to and vote in favor of the following actions and adopt the following resolutions, all as if such actions were taken and consented to, and such resolutions were adopted, at a meeting of all of the partners of the Partnership duly and validly called and held, and do hereby waive any required notice in connection therewith:

RESOLVED, that pursuant to Section 61-2-211(b)(1) of the Tennessee Revised Uniform Limited Partnership Act, Tenn. Code Ann. §§ 61-2-101 *et seq.*, the partners hereby unanimously adopt and approve in all respects the terms and conditions of, and the transactions contemplated by, the Plan of Merger dated as of December 18, 2001 (the "Plan of Merger") among Ezon, Inc., a Florida corporation and the sole general partner of the Partnership ("Ezon"), EZRI, LLC, a Delaware limited liability company and the sole limited partner of the Partnership ("EZRI"), and the Partnership, pursuant to which, *inter alia*, EZRI and the Partnership will merge with and into Ezon and Ezon will be the surviving business entity; and it is hereby

FURTHER RESOLVED, that Ezon, in its capacity as the sole general partner of the Partnership, be and it is hereby authorized and empowered, in the name and on behalf of the Partnership, to execute, acknowledge, deliver and file for record the Plan of Merger and all other documents, instruments, agreements and certificates resulting from, arising out of or relating to the Plan of Merger, in such form as it shall deem necessary, advisable or proper, together with such changes or amendments thereto (if any) as it may deem necessary, advisable or proper from time to time to carry out the intent and purposes of the foregoing resolution, the execution thereof by such general partner to constitute conclusive evidence of approval by all of the partners of such changes or amendments; and it is hereby


FURTHER RESOLVED, that this memorandum of action (i) may be executed in any number of counterparts, each of which shall be an original, but all of which shall constitute one and the same instrument, and (ii) shall become effective, as of the date specified below, upon the execution of at least one counterpart hereof by all of the partners, and it shall not be necessary that any single counterpart bear the signatures of all partners; and it is hereby

FURTHER RESOLVED, that the execution and delivery of this memorandum by delivery of a facsimile copy bearing the facsimile signature of a party hereto shall constitute a valid and binding execution and delivery of this memorandum by such party, and that such facsimile copies shall constitute enforceable original documents.

IN WITNESS WHEREOF, the undersigned have executed this memorandum of action as of December 18, 2001, to be effective as of such date.

General Partner:

EZON, INC.

By: 

Jack O. Tackett,
Executive Vice President

Limited Partner:

EZRI, LLC

By: 

Jack O. Tackett,
Vice President