

FORM PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
M&G 08469,76US01/02

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
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):
Grow Biz International, Inc.

Individuals Association
 General Partnership Limited Partnership
 Corporation-State of Minnesota
 Other: _____

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

2. Name and address of receiving party(ies):
Winmark Corporation
4200 Dahlberg Drive
Suite 100
Minneapolis, MN 55422-4837

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-State of Minnesota
 Other: _____

Execution Date: November 15, 2001

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____

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

A. Trademark Application No.(s)/ Mark(s) B. Trademark Reg. No.(s)/Mark(s)

2267043/RETOOL and Design
2304808/RETOOL

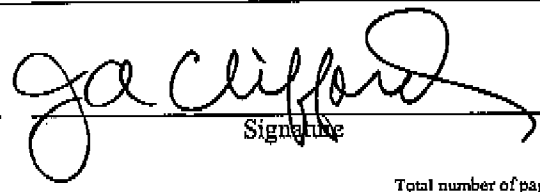
5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: John A. Clifford
 Address: MERCHANT & GOULD P.C.
 P.O. Box 2910
 Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 2

7. Total fee (37 CFR 3.41): \$65
 Enclosed
 Authorized to be charged to deposit account: 13-2725

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

DO NOT USE THIS SPACE

9. Signature:
 John A. Clifford  8-11-04
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Director of the United States Patent and Trademark Office
Washington, D.C. 20231

CH \$65.00 132726 2267043

5Z-841

State of Minnesota**SECRETARY OF STATE***Certificate of Merger*

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: WINMARK CORPORATION

MN: GROW BIZ INTERNATIONAL, INC.

State of Formation and Name of Surviving Entity:

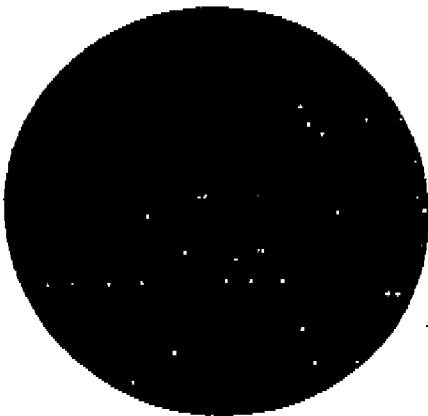
MN: GROW BIZ INTERNATIONAL, INC.

Effective Date of Merger: November 19, 2001 @ 12:01a.m.

Name of Surviving Entity After Effective Date of Merger:

WINMARK CORPORATION

This certificate has been issued on: November 16, 2001.



Mary Kiffmeyer
Secretary of State.

NOV-15-2001 16:06

GROW BIZ

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**ARTICLES OF MERGER
OF
WINMARK CORPORATION
INTO
GROW BIZ INTERNATIONAL, INC.**

Pursuant to Sections 302A.621 of the Minnesota Business Corporation Act, the undersigned officer of Grow Biz International, Inc., a Minnesota corporation (the "Surviving Corporation"), which is the owner of all of the issued and outstanding shares of common stock, \$0.01 par value per share, of Winmark Corporation, a Minnesota corporation, (the "Subsidiary Corporation"), which is the only outstanding capital stock of Subsidiary Corporation, hereby executes and files these Articles of Merger:

FIRST: Attached hereto as Exhibit A is a copy of a Plan of Merger providing for the merger of the Subsidiary Corporation into the Surviving Corporation and, in connection therewith, to change the name of the Surviving Corporation to "Winmark Corporation."

SECOND: The Plan of Merger has been approved by the Surviving Corporation pursuant to Minnesota Statutes Chapter 302A, Section 302A.621.

THIRD: Subsidiary Corporation has outstanding 100 shares of common stock, \$0.01 par value, all of which are owned by the Surviving Corporation.

FOURTH: Upon the effective time of the merger, pursuant to Minnesota Statutes Chapter 302A, Section 302A.621, Subd.1, Article 1 of the Surviving Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

"The name of the corporation is "Winmark Corporation."

FIFTH: The Merger shall be effective at 12:01 a.m., Minneapolis Time, on November 19, 2001.

I certify that I am authorized to execute these Articles of Merger and I further certify that I understand that by signing these Articles of Merger I am subject to the penalties of perjury as set forth in Minnesota Statutes, Section 609.48, as if I had signed these Articles of Merger under oath.

Dated this 15th day of November, 2001.

Grow Biz International, Inc.

By John L. Morgan
John L. Morgan
Its Chief Executive Officer

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EXHIBIT A

**PLAN OF MERGER
OF
WINMARK CORPORATION
INTO
GROW BIZ INTERNATIONAL, INC.**

1. Grow Biz International, Inc. (the "Surviving Corporation"), as the owner of all of the outstanding shares of Winmark Corporation (the "Subsidiary Corporation"), shall merge Subsidiary Corporation into the Surviving Corporation (the "Merger") in accordance with the provisions of Minnesota Statutes, Section 302A.621.
2. In connection with the Merger, the name of the Surviving Corporation shall be changed to "Winmark Corporation."
3. In connection with the Merger, the Surviving Corporation shall assume all of the obligations of Subsidiary Corporation outstanding at the effective time of the Merger.
4. The shares of Subsidiary Corporation shall not be converted into shares of the Surviving Corporation but shall, at the effective time of the Merger, be surrendered and extinguished without payment of any cash or the delivery of any other consideration.
5. The merger shall be effective at 12:01 a.m., Minneapolis Time, on November 19, 2001.

J

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV 16 2001

Mary Hoffmeyer
Secretary of State