

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Lakes Development Corporation

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

Citizenship (see guidelines) Virginia

Execution Date(s) August 26, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: REEL NEAT SYSTEMS, INC.

Internal

Address:

Street Address: 6408 S. Eastern Ave.

City: Oklahoma City

State: Oklahoma

Country: U.S.A. Zip: 73149

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship _____
Citizenship _____
Citizenship _____
Citizenship Oklahoma
Citizenship _____
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,449,272

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date If Application or Registration Number is unknown):

THE REEL DEAL

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

Name: David M. Sullivan, Esq.

Internal Address: Suite 1800

Street Address: 20 North Broadway

City: Oklahoma City

State: Oklahoma Zip: 73102

Phone Number: 405-234-3236

Fax Number: 405-272-5926

Email Address: sullivad@crowedunlevy.com

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 340.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 2025
Expiration Date 05/2006

b. Deposit Account Number 13-0110
Authorized User Name David M. Sullivan

9. Signature:

David M. Sullivan

Signature

Date

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22304-1450

OP \$340.00 1449272

Additional Registrations Transferred Through Merger

	<u>Registration No.</u>	<u>Mark</u>
1.	1,449,272	THE REEL DEAL
2.	1,546,080	LONG RUN
3.	1,732,482	REEL-O-MATIC
4.	1,780,771	AUTOREEL
5.	1,826,744	REEL-O-TECH
6.	1,855,011	REEL-NEAT
7.	2,096,089	LENGTH-TRAC
8.	2,500,471	QUALITY REALLY SHOWS IN THE LONG RUN
9.	2,631,639	LONG RUN
10.	2,638,529	QUALITY REALLY SHOWS IN THE LONG RUN
11.	2,649,762	AUTOSPOOL
12.	2,659,838	THE REEL-MAGIC LIMITED LIFETIME WARRANTY
13.	2,743,603	THE REEL MAGIC LIMITED LIFETIME WARRANTY

1/26/2004 11:21 AM

FILED - Oklahoma Secretary of State 08/26/2004 11:33

OKLAHOMA SECRETARY OF STATE



IS



191720002

CERTIFICATE OF MERGER OR CONSOLIDATION

TO: OKLAHOMA SECRETARY OF STATE
2300 N Lincoln Blvd., Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105-4897
(405) 521-3912

SPECIAL INSTRUCTIONS: Submit this form to file a merger or consolidation pursuant to the Oklahoma General Corporation Act. Please consult this Act carefully. Use this form ONLY when one or more corporations, incorporated under the laws of a jurisdiction other than Oklahoma merge with one or more Oklahoma corporations and the surviving or resulting corporation is an OKLAHOMA corporation.

FILING FEE: IF the authorized capital of the surviving or resulting corporation is increased to a figure greater than the combined authorized capital of all corporations involved plus \$50,000.00, the filing fee shall be equal to one-tenth of one percent (1/10th of 1%) of such increase. IF the surviving corporation is a **NOT FOR PROFIT** corporation, the filing fee shall be \$25.00.

A. The Agreement of Merger or Consolidation, **ATTACHED HERETO**, has been adopted, approved, certified, executed, and acknowledged by each of the constituent corporations in accordance with the laws under which it is formed, and, in the case of an Oklahoma corporation, in the same manner as is provided in Title 18, Section 1081.

OR

B. In lieu of filing an executed agreement of merger or consolidation, the surviving or resulting corporation hereby states and certifies as follows:

1. The name and state of incorporation of each of the constituent corporations are:

NAME OF CORPORATION	STATE OF INCORPORATION
Reel Neat Systems, Inc.	Oklahoma
Lakes Development Corporation	Virginia

2. An agreement of merger or consolidation (circle one) has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 1083 of the Oklahoma General Corporation Act. In the case of each foreign corporation, the agreement shall be adopted, approved, executed and acknowledged in accordance with the laws under which it is organized.

3. The name of the surviving or resulting corporation is:

Reel Neat Systems, Inc.

4. Check the statement applicable to the merger or consolidation:

- No amendments or changes are desired so that the certificate of incorporation of the surviving corporation shall be its certificate of incorporation.
- Any amendments or changes in the certificate of incorporation of the surviving corporation as are desired to be effected by the terms of the merger are set out in an attachment hereto.
- The certificate of incorporation of the corporation resulting from the consolidation is set forth in an attachment hereto.

5. The executed agreement of merger or consolidation is on file at the principal place of business of the surviving corporation at the following address:

6408 S. Eastern Avenue	Oklahoma City	OK	73149
STREET ADDRESS	CITY	STATE	ZIP CODE

6. A copy of the agreement of merger or consolidation will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

7. The authorized capital stock of each constituent corporation which is not a corporation of this state:

NAME OF CORPORATION	NO. OF SHARES AUTHORIZED	PAR VALUE PER SHARE
Reel Neat Systems, Inc.	25,000	\$1.00
Lakes Development Corporation	5000	\$.10

This merger is effective on August 26, 2004 @ 11:59 a.m. (CDT)

IN WITNESS WHEREOF, the surviving or resulting corporation has caused this certificate of merger or consolidation to be executed by its President or Vice President and attested by its Secretary or Assistant Secretary this 25 day of August, 2004

R. Terry Simmons
By its _____ President

R. Terry Simmons

Please Print Name

ATTEST:

R. Terry Simmons
By its _____ Secretary

R. Terry Simmons

Please Print Name

(SOS FORM 0024-12/01)

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF MERGER

WHEREAS,

REEL NEAT SYSTEMS, INCORPORATED

a corporation organized under the laws of the State of OKLAHOMA, has filed in the office of the Secretary of State duly authenticated evidence of a merger whereby said corporation is the survivor, as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned Secretary of State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this Certificate evidencing such merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 26th day of August, 2004.

M. Susan Savage

Secretary Of State