

4/13/05

06-21-2005

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

1. Name of conveying party(ies):
Advanced Retail Technologies, Inc.

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

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

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

Execution Date: November 14, 1996

2. Name and address of receiving party(ies)
Name: ART Holdings, Inc.
Internal Address: _____
Street Address: 500 N. Akard, Suite 2850
City: Dallas State: TX Zip: 75201

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Texas
 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)
1,262,645
1,423,257

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 2

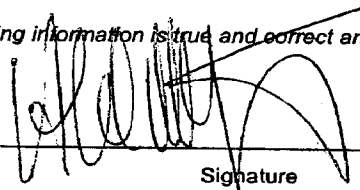
7. Total fee (37 CFR 3.41)\$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
10-0096
(Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Carl C. Butzer, Esq.
Internal Address: Jackson Walker L.L.P.
Street Address: 901 Main Street, Suite 6000
City: Dallas State: TX Zip: 75202

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.

Harold Montgomery  4/12/05
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK
REEL: 003182 FRAME: 0879



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of


ADVANCED RETAIL TECHNOLOGIES, INC. (a Texas corporation)
with
ART HOLDINGS, INC. (a Texas corporation)

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Dated November 28, 1996.

Effective November 28, 1996





Antonio O. Garcia, Jr.
Secretary of State

ARTICLES OF MERGER
OF
ADVANCED RETAIL TECHNOLOGIES, INC.
INTO
ART HOLDINGS, INC.

FILED
In the Office of the
Secretary of State of Texas
NOV 25 1996
Corporations Section

To the Secretary of State
State of Texas

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, the domestic parent corporation hereinafter named does hereby adopt the following articles of merger for the purpose of merging its domestic wholly-owned subsidiary corporation into said domestic parent corporation.

1. The name of the parent corporation is ART Holdings, Inc.; and the jurisdiction under which it is organized is the State of Texas.
2. The name of the subsidiary corporation is Advanced Retail Technologies, Inc.; and the jurisdiction under which it is organized is the State of Texas.
3. The number of outstanding shares of the subsidiary corporation is 1,000,000 of which are of one class, and all of which are owned by the parent corporation.
4. Attached hereto as Exhibit A is a copy of the resolutions to merge the subsidiary corporation into the parent corporation as adopted by the Board of Directors of the parent corporation on November 13, 1996.

Executed on November 14, 1996.

ART HOLDINGS, INC.

[Signature]
Name: Wanda Debra...
Title: CEO

CORPORATE FORM 1200-0000

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BY: JENKENS & GILCHRIST 111-25-88 7/15/01 ; Austin Office - FULBRIGHT (SO) 18 4

EXHIBIT A
Resolutions of the Board of Directors

[attached]

CONFIDENTIAL 111-25-88

ART HOLDINGS, INC.

**Special Meeting
of the Directors**

WHEREAS, the Board of Directors believes that it is in the best interests of the Corporation for Advanced Retail Technologies, Inc., a Texas corporation and wholly owned subsidiary of the Corporation (the "Subsidiary"), to be merged (the "Merger") with and into the Corporation, with the Corporation being the surviving corporation.

RESOLVED, that the Corporation is authorized to merge the Subsidiary with and into the Corporation, with the Corporation being the surviving corporation;

FURTHER RESOLVED, that each of the officers of the Corporation is hereby authorized, for and on behalf of the Corporation, to draft, execute, deliver and file the appropriate documents to be filed by the Corporation and the Subsidiary pursuant to the Texas Business Corporation Act;

FURTHER RESOLVED, that the officers of the Corporation are authorized and empowered to take all such further actions as may be necessary or appropriate in carrying out the terms and intent of the foregoing resolutions and the Merger.

CONFIDENTIAL INFORMATION