

6/13/05

06-21-2005

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

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



103024307

To the honorable Commissioner of Patents and Trademarks, please return 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: _____
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

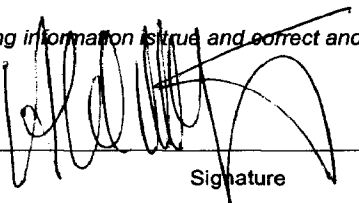
8. Deposit account number:
10-0096

(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: 0927



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

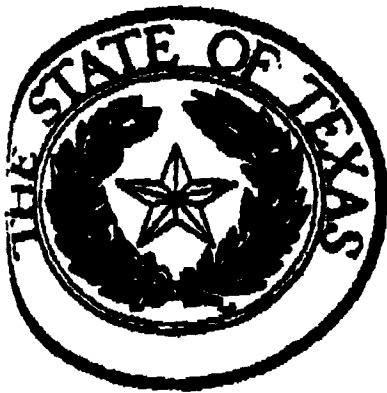
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

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 25, 1996.

Effective November 25, 1996



Antonio O. Garcia, Jr.

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 all 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.

By: [Signature]
Name: Harold [unclear]
Title: CEO

CORPORATE FORM 1 (1994-0000)

SEP-16-2004 15:35 FROM

TO 92146616814

P.08/09

BY: JENKENS & GILCHRIST 111-25-00 15:35 ; WORKSHEET printed image 00004803 on Nov 25 04:02PM Austin Office - FULBRIGHT (SO) 18 4

EXHIBIT A
Resolutions of the Board of Directors

[attached]

2

2

1

CONFIDENTIAL

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.

CORPORATE SEAL HERE

ATTORNEYS & COUNSELORS
901 Main Street, Suite 6000
Dallas, Texas 75202
(214) 953-6000 • fax (214) 953-5822
www.jw.com



JACKSON WALKER L.L.P.

June 10, 2005

Carl C. Butzer
(214) 953-5902
cbutzer@jw.com

VIA FIRST CLASS U.S. MAIL
BOX ASSIGNMENTS

Commissioner for Trademarks
P.O. Box 1451
Alexandria, Virginia 22313-1451

Re: Recordation of Previous Merger Documents, and Assignment; Our
Files: 104934-K001US, 104934-K006US

Dear Sir:

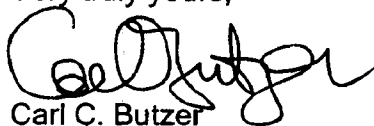
Enclosed are the following:

1. Recordation Form Cover Sheet and supporting documentation evidencing the merger of Checktronic, Inc. into Advanced Retail Technologies, Inc. pertaining to Registration Nos. 1,262,645 and 1,423,257;
2. Recordation Form Cover Sheet and supporting documentation evidencing the merger of Advanced Retail Technologies, Inc. into ART Holdings, Inc. pertaining to Registration Nos. 1,262,645 and 1,423,257; and
3. Recordation Form Cover Sheet and supporting documentation evidencing the assignment of Registration Nos. 1,262,645 and 1,423,257 from ART Holdings, Inc. to Checktronic, Inc.

Please charge the recordation fees due to Jackson Walker Deposit Account No. 10-0096. Should you have any questions or any problems processing the attached documents, please do not hesitate to notify the undersigned attorney for the registrant.

Thank you for your usual cooperation and assistance with regard to this matter.

Very truly yours,


Carl C. Butzer

Austin
Dallas
Fort Worth CCB/smk/Attachments/3961146
Houston
Richardson
San Angelo
San Antonio

Member of GLOBALAWSM



06-13-2005

U.S. Patent & TMO/c/TM Mail Rpt Dt. #11

RECORDED: 06/13/2005

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