

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2001

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
A-1 Homes Group, Inc.		12/07/2001	CORPORATION: MICHIGAN

**RECEIVING PARTY DATA**

Name:	Cal-Nel, Inc.
Street Address:	3800 E. 42nd Street
Internal Address:	Suite 604
City:	Odessa
State/Country:	TEXAS
Postal Code:	79762
Entity Type:	CORPORATION: TEXAS

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2757946	A - 1 HOMES
Registration Number:	2110382	HOMES OF AMERICA
Registration Number:	1313998	A-1

**CORRESPONDENCE DATA**

Fax Number: (214)661-4899  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 214.953.6818  
 Email: daltmdept@bakerbotts.com  
 Correspondent Name: Valerie Verret  
 Address Line 1: 2001 Ross Avenue  
 Address Line 2: Suite 600  
 Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	076764.0108
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CH \$90.00 2757946

NAME OF SUBMITTER:	Valerie Verret
Signature:	/Valerie Verret/
Date:	12/18/2006

**Total Attachments: 13**

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DEC 19 2001

ARTICLES OF MERGER  
OF

Corporations Section

A-1 HOMES GROUP, INC., A MICHIGAN CORPORATION, AND  
BRYAN MOBILE HOMES, INC., A TEXAS CORPORATION, AND  
COLONIAL HOUSING, INC., A TEXAS CORPORATION, AND  
COUNTRY ESTATES HOMES, INC., AN OKLAHOMA CORPORATION, AND  
IMPERIAL HOUSING, INC., A TEXAS CORPORATION, AND  
INVESTMENT HOUSING, INC., A TEXAS CORPORATION, AND  
JASPER MOBILE HOMES, INC., A TEXAS CORPORATION, AND  
LAKE COUNTRY LIVING, INC., A TEXAS CORPORATION, AND  
M & J SOUTHWEST DEVELOPMENT CORP., A TEXAS CORPORATION, AND  
MOBILE FACTORY OUTLET, INC., A TEXAS CORPORATION, AND  
PREMIER HOUSING, INC., A TEXAS CORPORATION, AND  
THOMAS HOMES OF AUSTIN, INC., A TEXAS CORPORATION, AND  
THOMAS HOMES OF BUDA, INC., A TEXAS CORPORATION, AND  
THOMAS HOMES OF TEXAS, INC., A TEXAS CORPORATION, AND  
VIDOR MOBILE HOME CENTER, INC., A TEXAS CORPORATION, AND  
WRIGHT'S MOBILE HOMES, INC., A TEXAS CORPORATION, AND  
WITH AND INTO  
CAL-NEL, INC., A TEXAS CORPORATION

Pursuant to the provisions of article 5.04 of the Texas Business Corporation Act, the undersigned corporations certify the following Articles of Merger adopted for the purpose of effecting a merger in accordance with the provisions of Part Five of the Texas Business Corporation Act:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations, in accordance with the provisions of article 5.03 of the Texas Business Corporation Act:

See Plan of Merger attached hereto as Exhibit A and incorporated as a part hereof by reference.

SECOND: An executed copy of the plan of merger is on file at the principal place of business of Cal-Nel, Inc. and a copy of the plan of merger will be furnished by Cal-Nel, Inc., on written request and without cost, to any shareholder of each corporation that is a party to the plan of merger and to any creditor or obligee of the parties to the merger at the time of the merger if such obligation is then outstanding.

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THIRD: As to each of the undersigned corporations, the approval of whose shareholders is required, the number of outstanding shares of each class of such corporation entitled to vote as a class on the Plan of Merger, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Shares Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
A-1 Homes Group, Inc.	100	Not Applicable	
Bryan Mobile Homes, Inc.	510	Not Applicable	
Cal-Nel, Inc.	1,000	Not Applicable	
Colonial Housing, Inc.	9,900	Not Applicable	
Country Estates Homes, Inc.	90	Not Applicable	
Imperial Housing, Inc.	1,000	Not Applicable	
Investment Housing, Inc.	30,000	Not Applicable	
Jasper Mobile Homes, Inc.	1,000	Not Applicable	
Lake Country Living, Inc.	10,500	Not Applicable	
M & J Southwest Development Corp.	100,000	Not Applicable	
Mobile Factory Outlet, Inc.	1,000	Not Applicable	
Premier Housing, Inc.	1,000	Not Applicable	
Thomas Homes of Austin, Inc.	1,000	Not Applicable	
Thomas Homes of Buda, Inc.	1,000	Not Applicable	
Thomas Homes of Texas, Inc.	200	Not Applicable	
Vidor Mobile Home Center, Inc.	500	Not Applicable	
Wright's Mobile Homes, Inc.	1,000	Not Applicable	

FOURTH: As to each of the undersigned corporations, the number of shares voted for and against the plan of merger, respectively, and as to each class entitled to vote as a class, the number of shares of each such class voted for and against the plan of merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted</u>		<u>Shares Entitled to Vote as a Class</u>	
	<u>For</u>	<u>Against</u>	<u>Voted For</u>	<u>Voted Against</u>
A-1 Homes Group, Inc.	100	0	Not Applicable	
Bryan Mobile Homes, Inc.	510	0	Not Applicable	
Cal-Nel, Inc.	1,000	0	Not Applicable	
Colonial Housing, Inc.	9,900	0	Not Applicable	
Country Estates Homes, Inc.	90	0	Not Applicable	
Imperial Housing, Inc.	1,000	0	Not Applicable	

Investment Housing, Inc.	30,000	0	Not Applicable
Jasper Mobile Homes, Inc.	1,000	0	Not Applicable
Lake Country Living, Inc.	10,500	0	Not Applicable
M & J Southwest Development Corp.	100,000	0	Not Applicable
Mobile Factory Outlet, Inc.	1,000	0	Not Applicable
Premier Housing, Inc.	1,000	0	Not Applicable
Thomas Homes of Austin, Inc.	1,000	0	Not Applicable
Thomas Homes of Buda, Inc.	1,000	0	Not Applicable
Thomas Homes of Texas, Inc.	200	0	Not Applicable
Vidor Mobile Home Center, Inc.	500	0	Not Applicable
Wright's Mobile Homes, Inc.	1,000	0	Not Applicable

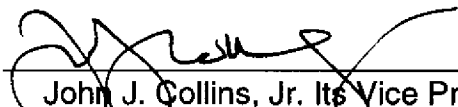
FIFTH: The plan of merger and the performance of its terms were duly authorized by all action required by the laws under which each foreign corporation that is a party to the merger was incorporated or organized and by its constituent documents.

SIXTH: The Surviving Corporation will be responsible for the payment of all fees and franchise taxes as may be due or required by law relating to the Non-Surviving Corporations.


SEVENTH: The merger will become effective on 31<sup>st</sup> December, 2001 at 11:00:00 p.m. in accordance with the provisions of article 10.03 of the Texas Business Corporation Act.

Dated December 7, 2001.


A-1 HOMES GROUP, INC.

By:   
 John J. Collins, Jr. Its Vice President

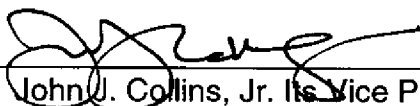
BRYAN MOBILE HOMES, INC.

By:   
 John J. Collins, Jr. Its Vice President

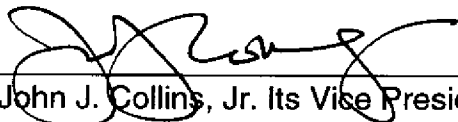
CAL-NEL, INC.

By:   
 John J. Collins, Jr. Its Vice President


COLONIAL HOUSING, INC.

By:   
John J. Collins, Jr. Its Vice President

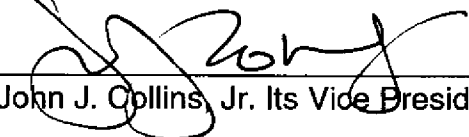
COUNTRY ESTATES HOMES, INC.

By:   
John J. Collins, Jr. Its Vice President

IMPERIAL HOUSING, INC.

By:   
John J. Collins, Jr. Its Vice President

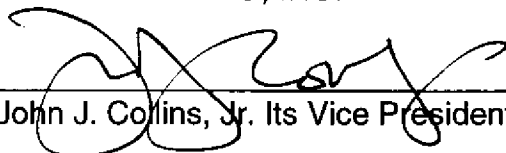
INVESTMENT HOUSING, INC.

By:   
John J. Collins, Jr. Its Vice President

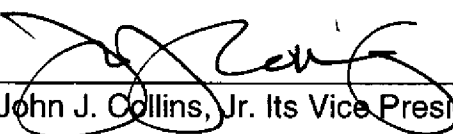
JASPER MOBILE HOMES, INC.

By:   
John J. Collins, Jr. Its Vice President

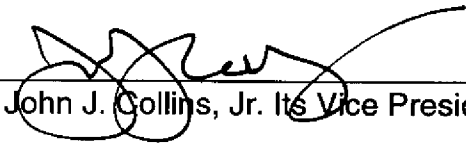
LAKE COUNTRY LIVING, INC.

By:   
John J. Collins, Jr. Its Vice President

M & J SOUTHWEST DEVELOPMENT  
CORP.

By:   
John J. Collins, Jr. Its Vice President

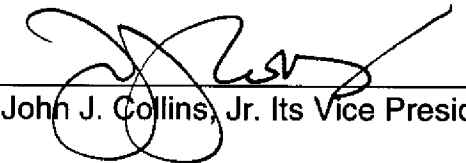
MOBILE FACTORY OUTLET, INC.

By:   
John J. Collins, Jr. Its Vice President

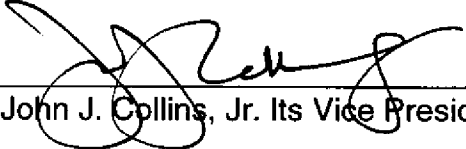
PREMIER HOUSING, INC.

By:   
John J. Collins, Jr. Its Vice President

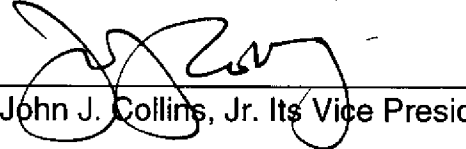
THOMAS HOMES OF AUSTIN, INC.

By:   
John J. Collins, Jr. Its Vice President

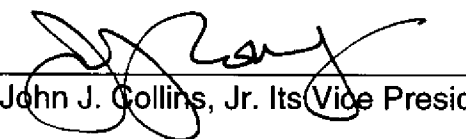
THOMAS HOME OF BUDA, INC.

By:   
John J. Collins, Jr. Its Vice President

THOMAS HOMES OF TEXAS, INC.

By:   
John J. Collins, Jr. Its Vice President

VIDOR MOBILE HOME CENTER, INC.

By:   
John J. Collins, Jr. Its Vice President

WRIGHT'S MOBILE HOMES, INC.

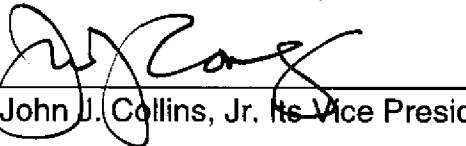
By:   
John J. Collins, Jr. Its Vice President

EXHIBIT A  
PLAN OF MERGER

This Plan of Merger is made on December 7, 2001, between A-1 Homes Group, Inc., a Michigan corporation ("A-1"), Bryan Mobile Homes, Inc., a Texas corporation ("Bryan"), Cal-Nel, Inc., a Texas corporation ("Cal-Nel"), Colonial Housing, Inc., a Texas corporation ("Colonial"), Country Estates Homes, Inc., an Oklahoma corporation ("Country Estates"), Imperial Housing, Inc., a Texas corporation ("Imperial"), Investment Housing, Inc., a Texas corporation ("Investment"), Jasper Mobile Homes, Inc., a Texas corporation ("Jasper"), Lake Country Living, Inc., a Texas corporation ("Lake Country"), M & J Southwest Development Corp., a Texas corporation ("M & J"), Mobile Factory Outlet, Inc., a Texas corporation ("Mobile Factory"), Premier Housing, Inc., a Texas corporation ("Premier"), Thomas Homes of Austin, Inc., a Texas corporation ("Austin"), Thomas Homes of Buda, Inc., a Texas corporation ("Buda"), Thomas Homes of Texas, Inc., a Texas corporation ("Thomas Homes of Texas"), Vidor Mobile Home Center, Inc., a Texas corporation ("Vidor") and Wright's Mobile Homes, Inc., a Texas corporation ("Wright's"). A-1, Bryan, Cal-Nel, Colonial, Country Estates, Imperial, Investment, Jasper, Lake Country, M & J, Mobile Factory, Premier, Austin, Buda, Thomas Homes of Texas, Vidor and Wright's are hereinafter sometimes collectively referred to as the "Constituent Corporations".

RECITALS

A. A-1, Bryan, Colonial, Country Estates, Imperial, Investment, Jasper, Lake Country, M & J, Mobile Factory, Premier, Austin, Buda, Thomas Homes of Texas, Vidor and Wright's have agreed to merge with and into Cal-Nel according to the terms set forth in this Plan of Merger.

B. The respective boards of directors of the Constituent Corporations deem it advisable and in the best interests of each corporation and its respective stockholders that A-1, Bryan, Colonial, Country Estates, Imperial, Investment, Jasper, Lake Country, M & J, Mobile Factory, Premier, Austin, Buda, Thomas Homes of Texas, Vidor and Wright's be merged with and into Cal-Nel in the manner contemplated in this Plan of Merger, and the respective board of directors and shareholders of the Constituent Corporations have adopted resolutions approving this Plan of Merger and the Merger and any related transactions (the "Merger").

For the purpose of stating the terms and conditions of the Merger; the mode of carrying the Merger into effect; the manner of converting the shares of common stock of A-1, Bryan, Colonial, Country Estates, Imperial, Investment, Jasper, Lake Country, M & J, Mobile Factory, Premier, Austin, Buda, Thomas Homes of Texas, Vidor and Wright's issued and outstanding immediately before the effective time of the Merger into shares of common stock of Cal-Nel; and the other terms and provisions of the Merger that the parties deem desirable, the parties hereby agree as follows:



## ARTICLE I

In accordance with the laws of the state of Texas, A-1, Bryan, Colonial, Country Estates, Imperial, Investment, Jasper, Lake Country, M & J, Mobile Factory, Premier, Austin, Buda, Thomas Homes of Texas, Vidor and Wright's, which shall sometimes be referred to in this Plan of Merger as the "Non-Surviving Corporations", shall be merged with and into Cal-Nel, which shall sometimes be referred to in this Plan of Merger as the "Surviving Corporation."

The Surviving Corporation, under its existing name, shall continue to be governed by the laws of Texas.

## ARTICLE II

The merger shall become effective on December 31, 2001 at 11:00:00 p.m. pursuant to the Texas Business Corporation Act (TBCA). The time when the merger becomes effective shall be the "Effective Time of the Merger" referred to in this Plan of Merger.

## ARTICLE III

- A. A-1 has issued and outstanding 100 shares of common stock, \$1.00 par value per share.
- B. Bryan has issued and outstanding 510 shares of common stock, no par value.
- C. Cal-Nel has issued and outstanding 1,000 shares of common stock, \$.01 par value per share.
- D. Colonial has issued and outstanding 9,900 shares of common stock, \$.10 par value per share.
- E. Country Estates has issued and outstanding 90 shares of common stock, \$.001 par value per share.
- F. Imperial has issued and outstanding 1,000 shares of common stock, \$1.00 par value per share.
- G. Investment has issued and outstanding 30,000 shares of common stock, \$1.00 par value per share.
- H. Jasper has issued and outstanding 1,000 shares of common stock, no par value.
- I. Lake Country has issued and outstanding 10,500 shares of common stock, \$.10 par value per share.
- J. M & J has issued and outstanding 100,000 shares of common stock, no par value.
- K. Mobile Factory has issued and outstanding 1,000 shares of common stock, no par value.

L. Premier has issued and outstanding 1,000 shares of common stock, \$1.00 par value per share.

M. Austin has issued and outstanding 1,000 shares of common stock, \$1.00 par value per share.

N. Buda has issued and outstanding 1,000 shares of common stock, \$1.00 par value per share.

O. Thomas Homes of Texas has issued and outstanding 200 shares of common stock, no par value.

P. Vidor has issued and outstanding 500 shares of common stock, \$1.00 par value per share.

Q. Wright's has issued and outstanding 1,000 shares of common stock, \$1.00 par value per share.

All the shares of common stock are entitled to vote on the Merger.

#### ARTICLE IV

At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holders:

(1) Each two (2) of the issued and outstanding shares of common stock of A-1 shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(2) Each ten and one-fifth (10.2) of the issued and outstanding shares of common stock of Bryan shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(3) Each five (5) of the issued and outstanding shares of common stock of Cal-Nel shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(4) Each one hundred and ninety eight (198) of the issued and outstanding shares of common stock of Colonial shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(5) Each one and eight tenths (1.8) of the issued and outstanding shares of common stock of Country Estates shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(6) Each twenty (20) of the issued and outstanding shares of common stock of Imperial shall be changed and converted into one (1) validly issued, fully paid, and

nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(7) Each six hundred (600) of the issued and outstanding shares of common stock of Investment shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(8) Each twenty (20) of the issued and outstanding shares of common stock of Jasper shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(9) Each two hundred and ten (210) of the issued and outstanding shares of common stock of Lake Country shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(10) Each two thousand (2,000) of the issued and outstanding shares of common stock of M & J shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(11) Each twenty (20) of the issued and outstanding shares of common stock of Mobile Factory shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(12) Each twenty (20) of the issued and outstanding shares of common stock of Premier shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(13) Each twenty (20) of the issued and outstanding shares of common stock of Austin shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(14) Each twenty (20) of the issued and outstanding shares of common stock of Buda shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(15) Each four (4) of the issued and outstanding shares of common stock of Thomas Homes of Texas shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(16) Each ten (10) of the issued and outstanding shares of common stock of Vidor shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(17) Each twenty (20) of the issued and outstanding shares of common stock of Wright's shall be changed and converted one (1) validly issued, fully paid, and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

#### ARTICLE V

Except as specifically set forth in this Plan of Merger, the identity, existence, purposes, powers, objects, franchises, privileges, rights, immunities, articles of incorporation, and bylaws of Cal-Nel shall continue for the Surviving Corporation unaffected and unimpaired by the Merger, and the corporate franchises, existence, and rights of the Non-Surviving Corporations, shall be merged into Cal-Nel and Cal-Nel shall, as the Surviving Corporation, be fully vested therewith.

The officers and directors of the Surviving Corporation shall be as follows:

Directors:	Walter R. Young John J. Collins, Jr. Philip C. Surles	
Officers:	Ed Lasater Andy Lasater Derral Riggle Robert Bagwell John Nichols John J. Collins, Jr. Joan Bishop Sherry Wingate Jimmy Paul Nick Haratsaris	President Executive VP Vice President Vice President Treasurer/Assistant Secretary VP/ Secretary/General Counsel Asst. Secretary Asst. Secretary Asst. Treasurer Asst. Treasurer

At the Effective Time of the Merger, the separate existence of the Non-Surviving Corporations shall cease, and in accordance with the terms of this Plan of Merger, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, and be subject to all restrictions, disabilities, and duties of each of the Constituent Corporations. All rights, privileges, powers, and franchises of each of the Constituent Corporations, all property, real, personal, and mixed, all debts due to either of the Constituent Corporations on whatever account, including stock subscriptions, all other things in action, and all interests of or belonging to or due to each Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. All property, rights, privileges, powers, and franchises, and all interests shall be the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate or interest therein, vested by deed or otherwise in either Corporation, shall not revert or be in any way impaired by reason of the Merger.

The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be

prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens on the property of either of the Constituent Corporations shall be impaired by the Merger, and all debts, liabilities, and duties of each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if the debts, liabilities, and duties had been incurred or contracted by it.

ARTICLE VI

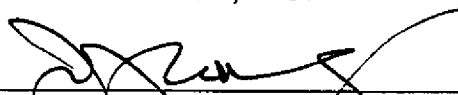
From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, the Non-Surviving Corporations shall execute and deliver or cause to be executed and delivered all other instruments and shall take or cause to be taken all further or other actions that the Surviving Corporation, or its successors or assigns, may deem necessary or desirable to vest in and confirm to the Surviving Corporation and its successors and assigns, title to and possession of all property, rights, privileges, powers, and franchises referred to in article V of this Plan of Merger and otherwise to carry out the intent and purposes of this Plan of Merger.

ARTICLE VII


For the convenience of the parties to this Plan of Merger and to facilitate the filing and recording of this Plan of Merger, counterparts of it may be executed, and each counterpart shall be deemed to be an original instrument.

The vice presidents of the Constituent Corporations have signed this Plan of Merger on the date written on the first page of this Plan of Merger.


A-1 HOMES GROUP, INC.

By:   
John J. Collins, Jr. Its Vice President


BRYAN MOBILE HOMES, INC.

By:   
John J. Collins, Jr. Its Vice President

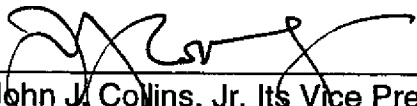
CAL-NEL, INC.

By:   
John J. Collins, Jr. Its Vice President

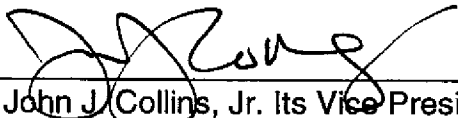
COLONIAL HOUSING, INC.

By:   
John J. Collins, Jr. Its Vice President

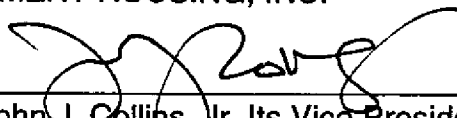
COUNTRY ESTATES HOMES, INC.

By:   
John J. Collins, Jr. Its Vice President

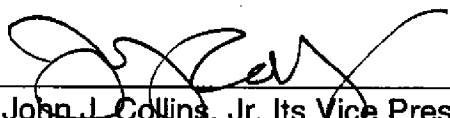
IMPERIAL HOUSING, INC.

By:   
John J. Collins, Jr. Its Vice President

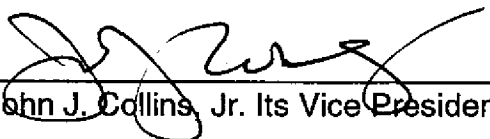
INVESTMENT HOUSING, INC.

By:   
John J. Collins, Jr. Its Vice President

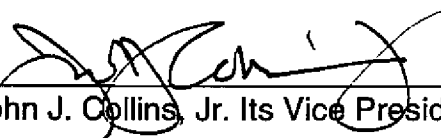
JASPER MOBILE HOMES, INC.

By:   
John J. Collins, Jr. Its Vice President

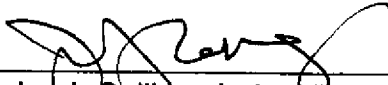
LAKE COUNTRY LIVING, INC.

By:   
John J. Collins, Jr. Its Vice President


M & J SOUTHWEST DEVELOPMENT CORP.

By:   
John J. Collins, Jr. Its Vice President

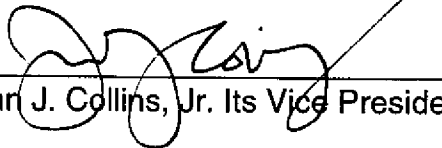
MOBILE FACTORY OUTLET, INC.

By:   
John J. Collins, Jr. Its Vice President

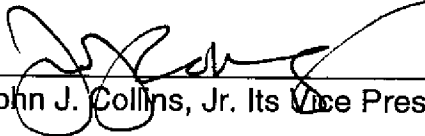
PREMIER HOUSING, INC.

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John J. Collins, Jr. Its Vice President

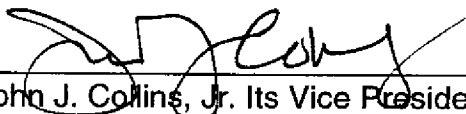
THOMAS HOMES OF AUSTIN, INC.

By:   
John J. Collins, Jr. Its Vice President

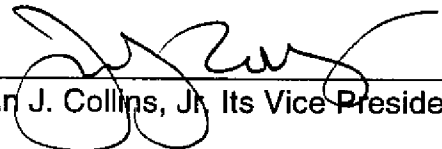
THOMAS HOME OF BUDA, INC.

By:   
John J. Collins, Jr. Its Vice President

THOMAS HOMES OF TEXAS, INC.

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John J. Collins, Jr. Its Vice President

VIDOR MOBILE HOME CENTER, INC.

By:   
John J. Collins, Jr. Its Vice President

WRIGHT'S MOBILE HOMES, INC.

By:   
John J. Collins, Jr. Its Vice President