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09-15-2008

FORM PTO-1594  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)

RF



103524705

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.

<p>1. Name of conveying party(ies): Quickparts.com, Inc., an Alabama Corporation</p> <p>Additional name(s) of conveying party(ies) attached? No</p>	<p>2. Name and address of receiving party(ies) Name: Quickparts.com, Inc., a Delaware Corporation</p> <p>Street Address: 301 Perimeter Center North, Suite 500</p> <p>City: Atlanta ST: GA ZIP 30346</p> <p>Additional name(s) &amp; address(es) attached? No</p>
<p>3. Nature of conveyance: Merger</p> <p>Execution Date: December 27, 2000</p>	

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

A. Trademark Application No.(s):                      B. Trademark No.(s): 2,541,884; 2,530,901

Additional numbers attached? No

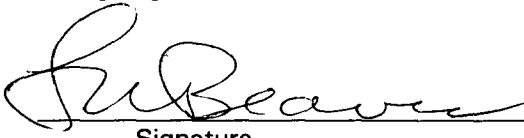
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: WADDEY &amp; PATTERSON, P.C. ROUNABOUT PLAZA 1600 DIVISION STREET, SUITE 500 NASHVILLE, TN 3721903</p>	<p>6. Total number of applications and trademarks involved: 2</p> <p>7. Total fee (37 CFR 3.41):..... \$65.00</p> <p>The fee is enclosed</p> <p>8. Deposit account number: 23-0035</p> <p>(Attach duplicate copy of this page if paying by deposit account.)</p>
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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.*

Lucian Wayne Beavers

\_\_\_\_\_  
Name of Person Signing

  
Signature

9/10/08  
\_\_\_\_\_  
Date

Total number of pages including cover sheet, attachments, and document: 7

09/12/2008 DBYRNE 00000114 2541884  
01 FC:8521  
02 FC:8522

48.00 OP  
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Mail documents to be recorded with required cover sheet information to:  
Director of the USPTO, Mail Stop Assignment Recordation Services  
P.O. Box 1450  
Alexandria, VA 22313-1450

TRADEMARK  
REEL: 003853 FRAME: 0562

**CERTIFICATE OF MERGER**  
of  
**QUICKPARTS.COM, INC.**  
(An Alabama Corporation)  
into  
**QUICKPARTS.COM, INC.**  
(A Delaware Corporation)  
\*\*\*\*\*

The undersigned corporation does hereby certify:

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Quickparts.com, Inc.	Alabama
Quickparts.com, Inc.	Delaware

**SECOND:** That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation of the merger is Quickparts.com, Inc., a Delaware corporation.

**FOURTH:** That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business is 5825 Glenridge Drive, Building 2, Suite 107, Atlanta, Georgia 30328.

**FIFTH:** That a copy of the Agreement of Merger will be furnished on request and without cost to any shareholder of any constituent corporation.

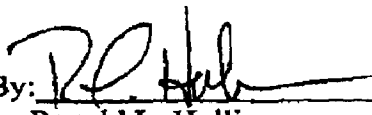
**SIXTH:** The authorized capital stock of the foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>No. of Shares</u>	<u>Par value per share</u>
Quickparts.com, Inc.	Common	10,000,000	\$0.001


**SEVENTH:** This Certificate of Merger shall be effective at 12:00 midnight, January 1, 2001.

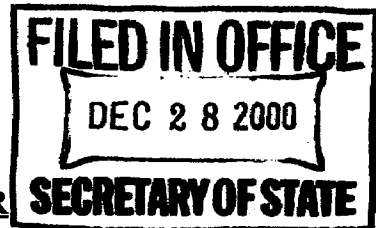
Dated this 27<sup>th</sup> day of December, 2000.

**QUICKPARTS.COM, INC.,**  
a Delaware corporation

By:   
\_\_\_\_\_  
Ronald L. Hollis  
Its President

ATTEST:

By:   
\_\_\_\_\_  
Michael D. Maurice  
Its Secretary



**AGREEMENT AND ARTICLES OF MERGER**

**AGREEMENT AND ARTICLES OF MERGER** (hereinafter referred to as the "Agreement"), dated this the 22nd day of December, 2000, made by and between **QUICKPARTS.COM, INC.**, a corporation organized and existing under the laws of the State of Alabama (hereinafter referred to as the "Merging Corporation"), and **QUICKPARTS.COM, INC.**, a corporation organized and existing under the laws of the State of Delaware (hereinafter referred to as the "Surviving Corporation");

**WITNESSETH:**

**WHEREAS**, the Board of Directors of each of the corporations parties hereto, in consideration of the mutual agreements of each corporation as set forth herein, does deem it advisable, and generally for the welfare of each of the corporations and to their respective shareholders, that the Merging Corporation merge itself into the Surviving Corporation, as authorized by the General Corporation Law of Delaware and the Alabama Business Corporation Act, under and pursuant to the terms and conditions hereinafter set forth;

**NOW, THEREFORE**, the corporations which are parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do agree each with the other that the Merging Corporation merge itself into the Surviving Corporation, pursuant to the applicable provisions of the General Corporation Law of Delaware and the Alabama Business Corporation Act, and do hereby agree upon and prescribe the terms and conditions of the merger and of carrying the same into effect, as follows:

1. **PLAN OF MERGER.**

1.1 Effective at 12:00 midnight on January 1, 2001, the Merging Corporation hereby merges itself into the Surviving Corporation, and the Surviving Corporation shall be the surviving corporation resulting from the merger.

1.2 The Certificate of Incorporation of the Surviving Corporation upon the effective date of this merger shall continue to be the Certificate of Incorporation of the Surviving Corporation. The Certification of Incorporation of the Surviving Corporation was filed by the Surviving Corporation in the State of Delaware on the 20th day of December, 2000.

1.3 Until altered, amended or repealed, as therein provided, the Bylaws of the Surviving Corporation in effect as of the date of this Agreement and Articles of Merger, shall continue to be the Bylaws of the Surviving Corporation.

1.4 The principal office of the Surviving Corporation shall be the principal office of the Surviving Corporation as of the date of this Agreement and Articles of Merger.

1.5 The Surviving Corporation shall pay all the expenses of carrying this Agreement and Articles of Merger into effect and of accomplishing the merger.

1.6 Upon the date when this Agreement and Articles of Merger shall become effective, the separate existence of the Merging Corporation shall cease, and the Merging Corporation shall be merged into the Surviving Corporation, which shall possess all the rights, privileges, powers and franchises, and be subject to all of the restrictions, liabilities and duties of each of the corporations parties to this Agreement, and all and singular, the rights, privileges, powers and franchises of each of the corporations, and all property, real, personal and mixed, and all debts due to each of the corporations shall be vested in the Surviving Corporation; and all property, rights and privileges, powers and franchises, and all and every other interest, shall thereafter be as effectively the property of the Surviving Corporation as they were of the respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of the corporations parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all the rights of creditors and all liens upon the property of any of the corporations parties hereto shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation 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.

1.7 If, at any time, the Surviving Corporation shall consider or be advised that any further actions are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Merging Corporation, the proper officers and directors of the Surviving Corporation shall and will execute and make all such proper assignments and assurances, and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement and Articles of Merger.

1.8 The Surviving Corporation shall be governed by the laws of the State of Delaware.

1.9 The manner of converting the outstanding capital shares of the Merging Corporation into the shares or securities of the Surviving Corporation shall be as follows:

(a) Prior to adoption of the resolution approving this Agreement and immediately prior to the filing and recording of this Agreement, no capital shares of the Surviving Corporation were issued or outstanding.

(b) Upon the effective date of the merger, all of the common shares of the Merging Corporation shall be transferred, exchanged and converted into common shares of the Surviving Corporation, so that, immediately after such transfer, exchange and conversion, the

persons who held shares in the Merging Corporation immediately prior to filing of this Agreement will be the holders and owners of all of the capital shares of the Surviving Corporation in the same class and proportions as they owned in the Merging Corporation.

(c) Upon the effective date of the merger, also, all of the shares of the Merging Corporation owned by the above shareholders immediately prior to the merger shall be canceled, and shall no longer be issued and outstanding.

2. **OUTSTANDING SHARES.**

2.1 Pursuant to the Articles of Incorporation of the Merging Corporation, the following common shares are authorized, having the following par value per share, amounting to the following aggregate par values; and there are presently outstanding the following common shares, which represent the only shares of the Merging Corporation which are now outstanding:

<b><u>MERGING CORPORATION</u></b>			
<b><u>CLASS</u></b>	<b><u>AUTHORIZED SHARES</u></b>	<b><u>PAR VALUE PER SHARE</u></b>	<b><u>SHARES OUTSTANDING</u></b>
Common	10,000,000	\$0.001	6,835,833

2.2 Prior to adoption of the resolution approving this Agreement and immediately prior to the filing and recording of this Agreement, the total authorized capital stock of the Surviving Corporation was 10,000,000 shares of Common Stock, of a par value of \$0.001 per share and 4,000,000 shares of Preferred Stock, of a par value of \$0.001 per share; however, no capital stock of the Surviving Corporation was issued or outstanding.

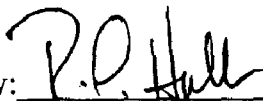
3. **VOTING OF SHARES.** The Plan of Merger contained in this Agreement was duly approved unanimously by both the Board of Directors and the Shareholders of the Merging Corporation. Therefore the Plan of Merger was approved by a majority vote of the shareholders of the Merging Corporation. This Agreement was adopted by unanimous action of the Board of Directors of the Surviving Corporation without any vote of its shareholders pursuant to subsections 251(f) and 252(e) of the General Corporation Law of Delaware.

4. **ARTICLES OF INCORPORATION OF MERGING CORPORATION.** The Articles of Incorporation of the Merging Corporation were filed in Madison County, Alabama on November 5, 1999.

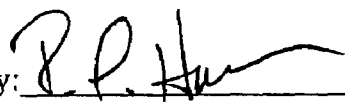
5. **TERMINATION.** This Agreement may be terminated by the Board of Directors of either corporation a party hereto at any time prior to the filing with the Secretary of State of Delaware of this Agreement or of a certificate in lieu of this Agreement.

IN WITNESS WHEREOF, the parties to this Agreement and Articles of Merger, pursuant to the authority duly given by the respective Boards of Directors, have caused these presents to be executed by their respective Presidents on this the \_\_\_\_ day of December, 2000.

**QUICKPARTS.COM, INC.**  
(the "Merging Corporation")

By:   
Ronald L. Hollis  
President

**QUICKPARTS.COM, INC.**  
(the "Surviving Corporation")

By:   
Ronald L. Hollis  
President