

07-31-1998

R SHEET



07-17-1998

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS
thereof.



Please record the attached original documents or copy

100781520

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Interactive Funplay Products, Inc.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Illinois
- Other

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

2. Name and address of receiving party(ies):

Name: SCS Interactive, Inc.
Internal Address:
Street Address: 64 Maple Grove
City: Springfield **State:** IL **ZIP:** 62707

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation - State: Oregon
- 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) and address(es) attached?
 Yes No

3. Nature of conveyance:

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

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above)
May 1, 1997

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

- a. Trademark Application No(s):

75/071,026	75/163,608
75/082,567	75/380,854
75/082,566	75/391,080

b. Trademark Registration No(s):

Additional numbers attached? Yes No

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

Name: Diane M. Reed
KNOBBE, MARTENS, OLSON & BEAR, LLP
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660

7. Total fee (37 CFR 3.41): \$165

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 6

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.

Diane M. Reed
Name of Person Signing

Signature

10/08/98
Date

Total number of pages, including cover sheet, attachments and document: 4

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

00004250 75071026
TT0111
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1 FILED
2 FILED

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ARTICLES OF MERGER

of
SPECIALIZED COMPONENT SUPPLY COMPANY
and
INTERACTIVE FUNPLAY PRODUCTS, INC.
into
SCS INTERACTIVE, INC.

SCS Interactive, Inc., the surviving corporation in a merger effected pursuant to the Oregon Business Corporation Act and the Business Corporation Act of Illinois, submits the following articles of merger for filing:

1. The names of the constituent corporations in the merger are Specialized Component Supply Company, an Oregon corporation ("SCS"), Interactive Funplay Products, Inc., an Illinois corporation ("IFP"), and SCS Interactive, Inc., an Oregon corporation ("SII").
2. The surviving corporation in the merger is SII.
3. SCS, IFP, and SII have adopted a plan of merger ("Plan") pursuant to which SCS and IFP shall merge into SII. A copy of the Plan is attached hereto as Exhibit A.
4. The Plan was approved by the holders of common stock of SCS by unanimous written consent, such approval being the only shareholder approval required on the part of SCS. At the time of the shareholder consent, there were 3,000,000 shares of common stock of SCS outstanding, all of which were entitled to be cast with respect to approval of the merger. Three million shares were voted for the Plan and no shares were voted against approval of the Plan.
5. The Plan was approved by the holders of common stock of IFP by unanimous written consent, such approval being the only shareholder approval required on the part of IFP. At the time of the shareholder consent, there were 100 shares of common stock of IFP outstanding, all of which were entitled to be cast with respect to approval of the merger. One hundred shares were voted for the Plan and no shares were voted against approval of the Plan.
6. There are no shares of SII common stock entitled to vote.
7. The merger shall be effective as of the date and time set forth in the Merger Agreement.

ARTICLES OF MERGER

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5/16/97

TRADEMARK 4/30/97
REEL: 1761 FRAME: 0763

IN WITNESS WHEREOF, the undersigned have executed these Articles of
Merger this 1st day of ~~April~~, 1997.

May

"SCS"

Specialized Component Supply Company
an Oregon corporation

By: *Rick Briggs*
Rick Briggs
President

By: *Sharon Briggs*
Sharon Briggs
Secretary

"IFP"

Interactive Funplay Products, Inc.
an Illinois corporation

By: *Rick Briggs*
Rick Briggs
President

By: *Sharon Briggs*
Sharon Briggs
Secretary

"SII"

SCS Interactive, Inc.
an Oregon corporation

By: *Rick Briggs*
Rick Briggs
President

By: *Sharon Briggs*
Sharon Briggs
Secretary

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ARTICLES OF MERGER

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*(c) 5-16-97
Mars*

TRADEMARK *DATE 4/30/97*

RECORDED: 07/17/1998

REEL: 1761 FRAME: 0764