

04-08-1999



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RECORDATION FORM-COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

3. 89-99

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

04/06/1999 JSHBAZZ 00000091 75277635

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40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 20 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1879 FRAME: 0611

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75277635"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

John Burton

Name of Person Signing

Signature

3/23/99

Date Signed

JIM IRVIN
COMMISSIONER-CHAIRMAN

RENZ D. JENNINGS
COMMISSIONER

CARL J. KUNASEK
COMMISSIONER



ARIZONA CORPORATION COMMISSION

JACK ROSE
EXECUTIVE SECRETARY

JOANNE C. MACDONNELL
DIRECTOR, CORPORATIONS DIVISION

11-27-98

RE: ACTION INTERACTIVE, INC. (MERGER)

This letter concerns the document checked below which was filed on

- () ARTICLES OF AMENDMENT
- () ARTICLES OF RESTATEMENT
- ARTICLES OF MERGER
- () APPLICATION FOR NEW AUTHORITY
- () STATEMENT OF INTENT TO DISSOLVE

This document must be published within sixty (60) days after the above-referenced filing date in a newspaper of general circulation in which you are doing business in Arizona for three (3) consecutive publications. An affidavit evidencing the publication must be filed with the Commission within ninety (90) days of the date of filing.

A handwritten signature in cursive script that reads "Carolyn Lemon".

Sincerely

CAROLYN LEMON

Examiner

Corporations Division

(602) 542-3135

1-800-345-5819 (AZ only)

STATE OF ARIZONA
ACC/FAX
DATE DELIVERED

NOV 24 1998

FILED 11-24-98
TERM TIME
BY Carolyn [Signature]

TECH 2000 WORLDWIDE, INC. M-0858503-2 (no record)

merging into

ACTION INTERACTIVE, INC. 0855331-0 (survivor)

When filed, please return to:

Peggy Dasse, Paralegal
One East Camelback, Suite 1100
Phoenix, Arizona 85012-1656
(602) 263-2669
(602) 263-2900 (fax)

**ARTICLES OF MERGER
FOR THE MERGER OF TECH 2000 WORLDWIDE, INC.
WITH AND INTO
ACTION INTERACTIVE, INC.**

Pursuant to Section 10-1105 of the Arizona Business Corporation Act, the undersigned states as follows:

1. The Agreement and Plan of Merger is attached hereto as Exhibit A.
2. The names of the entities that are parties to this merger are Tech 2000 Worldwide, Inc., a Massachusetts corporation ("Tech 2000") and Action Interactive, Inc., an Arizona corporation ("Action Interactive").
3. The known place of business of Action Interactive, the surviving entity, is 4707 East Baseline Road, Phoenix, Arizona 85040.
4. The name and address of the statutory agent of Action Interactive are: Robert S. Kant, Esq., One East Camelback, Suite 1100, Phoenix, Arizona 85012.
5. The Agreement and Plan of Merger was approved unanimously by (i) the directors and the shareholders of Tech 2000 as required by Section 78 of the Massachusetts Business Corporation Law, and (ii) the directors and the sole shareholder of Action Interactive as required by Sections 10-1101 and 10-1103 of the Arizona Business Corporation Act.
6. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Agreement and Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Designation of Class or Series</u>	<u>Number Outstanding Shares</u>	<u>Number of Shares Entitled to Vote</u>
Tech 2000 Worldwide, Inc.	Common Stock	11,765	11,765
Action Interactive, Inc.	Common Stock	1,000	1,000


7. The total number of votes cast for and against the Agreement and Plan of Merger by the holders of the common stock (the only class of stock of the respective corporations issued, outstanding, and entitled to vote) is sufficient for approval by all voting groups and is as follows:

<u>Name of Corporation</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>
Tech 2000 Worldwide, Inc.	11,765	-0-
Action Interactive, Inc.	1,000	-0-

8. The merger shall be effective upon the filing of these Articles of Merger with the Arizona Corporation Commission and the Massachusetts Secretary of State.

Dated: November 24, 1998

TECH 2000 WORLDWIDE, INC., a
Massachusetts corporation

By: 
Name: Roger J. Falcione
Title: President

ACTION INTERACTIVE, INC., an Arizona
corporation


By: 
Name: Lonnie P. Boutte
Title: President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is dated as of November 24, 1998, by and between **ACTION INTERACTIVE, INC.**, an Arizona corporation ("Surviving Company"), and **TECH 2000 WORLDWIDE, INC.**, a Massachusetts corporation ("Merged Company"), such corporations sometimes hereinafter being jointly referred to as the "Constituent Corporations."

WITNESSETH:

A. Surviving Company, Merged Company, and Action Performance Companies, Inc., an Arizona corporation that is the sole shareholder of Surviving Company ("Acquiring Company"), have entered into an Agreement and Plan of Reorganization in which the parties thereto agreed that Merged Company would be merged with and into Surviving Company (the "Merger");

B. For federal income tax purposes, it is intended that the Merger shall qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, it is intended that the Merger qualify as a forward triangular reorganization under Sections 368(a)(1)(A) and 368(a)(2)(D) of the Code.

NOW, THEREFORE, the following is adopted as and for the Agreement and Plan of Merger of the Constituent Corporations:

1. On the effective date of the Merger (as defined in Section 6 hereof and sometimes referred to herein as the "Effective Date"), Merged Company shall be merged with and into Surviving Company.

2. Surviving Company shall be governed by the laws of the State of Arizona and the registered office of Surviving Company in that state shall be 4707 E. Baseline Road, Phoenix, Arizona 85040.

3. Upon the Merger becoming effective, the separate existence of Merged Company shall cease, and Surviving Company shall succeed to and possess all the properties, rights, privileges, powers, franchises, and immunities, of a public as well as of a private nature, and be subject to all the debts, liabilities, obligations, restrictions, disabilities and duties of Merged Company, all without further act or deed, as provided in Section 10-1106 of the Arizona Business Corporation Act.

4. The Articles of Incorporation and Bylaws of Surviving Company as in effect on the Effective Date shall be, from and after the Effective Date, the Articles of Incorporation and Bylaws of Surviving Company until they are amended.

5. The manner and basis of the conversion of the shares of Merged Company shall be as follows:

(a) Upon the Merger becoming effective, the shares of common stock, no par value per share, of Merged Company issued and outstanding on the Effective Date ("Merged Company Common Stock"), by reason of the Merger and without any action on the part of the holders thereof, shall be converted into 137,923 shares of Acquiring Company Common Stock.

(b) After the Effective Date, each holder (other than Acquiring Company) of an outstanding certificate or certificates representing shares of Merged Company Common Stock ("Merged Company Stock Certificates"), upon surrender thereof to Acquiring Company or such bank, trust company or other person including Surviving Company as shall be designated by Acquiring Company ("Exchange Agent"), shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Acquiring Company Common Stock into which the shares of Merged Company Common Stock theretofore represented by such surrendered Merged Company Stock Certificates shall have been converted. Until so surrendered, each outstanding certificate representing shares of Merged Company Common Stock shall be deemed for all purposes to represent the number of shares of Acquiring Company Common Stock into which the shares of Merged Company Common Stock theretofore represented thereby shall have been converted.

(c) All authorized shares of Surviving Company's Common Stock, par value \$.01 per share ("Surviving Company Common Stock"), whether issued or unissued, outstanding or reacquired, shall continue unchanged as shares of Surviving Company Common Stock.


(d) Any shares of Merged Company Common Stock held in the treasury of Merged Company or options, warrants or other rights to purchase Merged Company Capital Stock shall be cancelled and all rights in respect thereof shall cease to exist and no cash or securities or other property shall be issued in respect thereof.

6. The Effective Date of the Merger for purposes of state law shall be such date as of which all applicable legal requirements have been fulfilled to consummate the Merger.


7. This Agreement and Plan of Merger may be modified at any time in any respect by the mutual consent of the Constituent Corporations as well as Acquiring Company, notwithstanding prior approval by the respective shareholders. Any such modification may be approved for any such corporation without further shareholder approval, except that the number of shares of Acquiring Company Common Stock to be issued in exchange for the shares of Merged Company Common Stock may not be increased without the consent of Acquiring Company and may not be decreased without the consent of Merged Company Shareholders given, in each case, by the same vote as is required under applicable state law for approval of the Merger.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement and Plan of Merger to be executed by its duly authorized President or Vice President and attested by its Secretary or Assistant Secretary as of the day and year first above written.

ACTION INTERACTIVE, INC.

By: 
Its: Lonnie P. Boutte, President

TECH 2000 WORLDWIDE, INC.

By: 
Its: Roger J. Falcione, President