

RECORDATION FORM COVER
TRADEMARKS ONLY

04-15-1999



101010331

TO THE ASSISTANT COMMISSIONER OF PATENTS AND TRADEMARKS: Please record the at,

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

Specialized Component Supply Company

- 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
- Association
- General Partnership
- Limited Partnership
- Corporation - State Oregon
- Other:



04-05-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #01

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

66/5/99

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):
- b. Trademark Registration No(s):
1,893,063

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
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660
Attorney's Docket No.: SCSINT.070GEN

7. Total fee (37 CFR 3.41): \$40

- 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:
2

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

Diane M. Reed
Signature

Date 4/11/99

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

04/14/1999 VBRGMH
FC:461
00000180

TRADEMARK
REEL: 1883 FRAME: 0167

573962-86

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

PAGE 1

AM
5-16-97

RAB 4/30/97 -

TRADEMARK
REEL: 1883 FRAME: 0168

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

*© 5-16-97
Marcie*

NAB 4/30/97