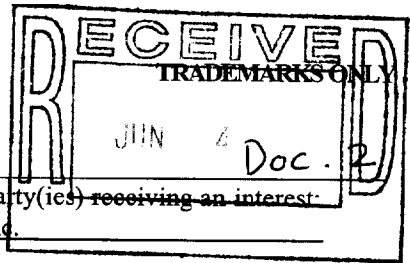


TRADEMARKS ONLY

06-10-1999



101060315



1. Name of Party(ies) conveying an

Displays Acquisitions Corp.

nts and Trademarks
nent or copy thereof.

me and Address of Party(ies) receiving an interest:

Internal Address: Ad Art Displays, Inc.

Internal Address:

Street Address: 5029 Edgewater Drive

City: Orlando

State: Florida

Zip: 32810

Entity:

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Florida
- Other _____

Entity:

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation-State Florida
- Other _____

3. Interest Conveyed:

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

Execution Date February 18, 1998

Citizenship _____

If not domiciled in the United States, a domestic

representative designation is attached:

- Yes
- No

(the attached document must not be an assignment)

4. Application number(s) or patent number(s). Additional sheet attached?

- Yes
- No

A. Trademark Application No.(s)

75/204,672

B. Trademark Registration No.(s)

2,206,413
2,235,618
2,200,932

MRD 6.4.99

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

Name: Kathleen A. Skinner

Internal Address: _____

6. Number of applications and registrations involved:

4

7. Amount of fee enclosed or authorized to be charged:

\$ 115.00

Street Address: One Kaiser Plaza, Suite 2360

City: Oakland

State: CA

Zip: 94612

8. Deposit account number: No. 19/2383

USE FOR CREDIT OR INSUFFICIENT FEE ONLY

DO NOT USE THIS SPACE

06/09/1999 MTHRI1 00000099 75204672

01 FC:41 40.00 DP
02 FC:92 75.00 DP

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.

Kathleen A. Skinner

Name of Person Signing

Kathleen A. Skinner

Signature

June 4, 1999

Date

Total number of pages including cover sheet, attachments and document: 6

TRADEMARK
REEL: 001916 FRAME: 0935

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on February 18, 1998, for DISPLAYS ACQUISITIONS CORP. which changed its name to AD ART DISPLAYS, INC., the surviving Florida corporation, as shown by the records of this office.

The document number of this corporation is P98000013512.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Nineteenth day of February, 1998



CR2EO22 (2-95)

A handwritten signature in cursive script, reading "Sandra B. Northam".

Sandra B. Northam
Secretary of State

ARTICLES OF MERGER
OF ELECTRONIC SIGN CORPORATION
INTO DISPLAYS ACQUISITIONS CORP.

FILED

FEB 18 PM 4:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, these Articles of Merger provide as follows:

ARTICLE I
Names and Surviving Corporation

The names and states of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Electronic Sign Corporation, d/b/a Ad Art	California
Displays Acquisitions Corp.	Florida
La-Man Corporation	Nevada

Displays Acquisitions Corp. shall be the surviving corporation (the "Surviving Corporation").

ARTICLE II
Plan of Merger

The Plan of Merger is attached hereto as Exhibit A.

ARTICLE III
Approval of the Plan of Merger

The Plan of Merger was adopted and approved, in accordance with California law, by Electronic Sign Corporation d/b/a Ad Art ("Ad Art") as of February 17, 1998, by unanimous written consent of all of the directors, pursuant to which the board of directors of Ad Art submitted it for vote by the shareholders with a recommendation that it be approved. On the same date, one hundred percent (100%) of all of the votes entitled to be cast of each class of shares entitled to vote, approved the Plan of Merger by written consent.

The Plan of Merger was adopted by Displays Acquisitions Corp. on February 17, 1998, in accordance with Florida law, by written consent of all of the directors of Displays Acquisitions Corp., pursuant to which the board of directors of Displays Acquisitions Corp. submitted it to the sole shareholder for its approval. On the same date, the sole shareholder of Displays Acquisitions Corp. approved the Plan of Merger by written consent.

The Plan of Merger was adopted by La-Man Corporation on February 17, 1998, in accordance with Nevada law, by written consent of all of the directors of La-Man Corporation. Approval by the shareholders of La-Man Corporation is not required for this transaction.

ARTICLE IV
Effective Date of Merger

The merger shall be effective on the date of filing of these Articles of Merger by the Secretary of State of Florida.

ARTICLE V
Amendment to Articles

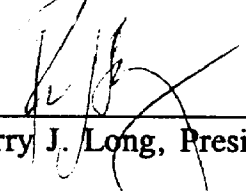
Simultaneously with filing of these Articles of Merger and without any further action by the Surviving Corporation, the name of the surviving corporation shall hereinafter be Ad Art Displays, Inc.

ARTICLE VI
Filing in California

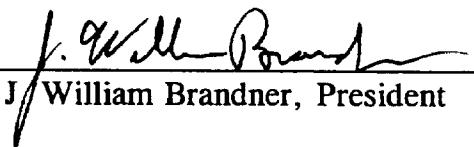
Pursuant to California law, a copy of these Articles of Merger certified by the Department of State of the State of Florida shall be filed with the Department of State of the State of California.

Dated as of the 17th day of February, 1998.

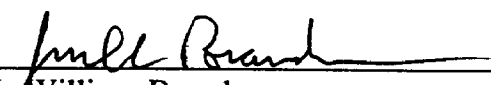
ELECTRONIC SIGN CORPORATION
D/B/A AD ART

By: 
Terry J. Long, President

DISPLAYS ACQUISITIONS CORP.

By: 
J. William Brandner, President

LA-MAN CORPORATION

By: 
J. William Brandner,
President/Chief Executive Officer

PLAN OF MERGER

THIS PLAN OF MERGER ("Agreement"), is entered into as of the 17th day of February, 1998, by and among: LA-MAN CORPORATION, a Nevada corporation ("Parent"); DISPLAYS ACQUISITIONS CORP., a Florida corporation and a wholly-owned subsidiary of Parent (the "Company"); and ELECTRONIC SIGN CORPORATION, a California corporation d/b/a AD ART ("Ad Art").

W I T N E S S E T H:

WHEREAS, the Board of Directors of Ad Art has determined that it is advisable and in the best interests of Ad Art and its shareholders, and the Board of Directors of the Company has determined that it is advisable and in the best interests of Company and its shareholders, that Ad Art be merged with and into Company on the terms set forth herein; and

WHEREAS, the respective Boards of Directors of Ad Art and Company, by resolutions duly adopted, have approved and adopted this Plan of Merger and directed that it be submitted to their respective shareholders for approval; and

WHEREAS, the shareholders of Ad Art and the shareholders of the Company have unanimously approved this Plan of Merger.

NOW, THEREFORE, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable laws of Florida, the parties hereby agree as follows:

1. **Corporate Existence of Surviving Corporation.** At the effective time of the merger, Ad Art shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger except as otherwise provided in paragraph 2 below. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Ad Art shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Ad Art, except insofar as otherwise specifically provided by law, shall cease at the effective time of the Merger whereupon Ad Art and the Surviving Corporation shall be and become one single corporation. The Surviving Corporation shall continue to render the same services provided by Ad Art.

2. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Company, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, except that effective as of the date of filing this Plan of Merger and the Articles of Merger, the name of the Surviving Corporation shall be AD ART DISPLAYS, INC.

3. **Bylaws of Surviving Corporation.** The Bylaws of the Company, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation, unless and until amended in accordance with law.

4. **Conversion and Exchange of Shares.** The manner of converting and exchanging the shares of each of Parent and Ad Art shall be as follows:

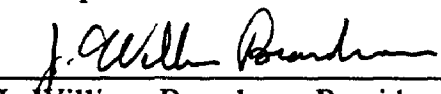
a. At the effective time of the Merger, each holder of the 25 issued and outstanding shares of common stock of Ad Art shall, by virtue of the Merger and upon surrender of the original stock certificate(s) representing the respective holder's ownership interest in Ad Art, have such shares converted into 32,400 shares of common stock, \$0.01 par value, of the Parent, for each share of common stock of Ad Art, and all of such shares of common stock of Ad Art shall thereafter cease to exist.

b. The Merger shall effect no change in any of the issued and outstanding shares of common stock of the Company, and none of its shares shall be changed or converted as a result of the Merger.

5. **Effective Time of Merger.** The "effective time" of the Merger shall be the date of filing Articles of Merger with the Florida Department of State as required by Florida law.

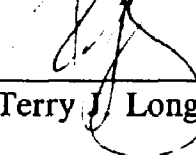
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Section 607.1101 of the Florida Statutes, all as of the day and year first above written.

DISPLAYS ACQUISITIONS CORP.
a Florida corporation

By: 

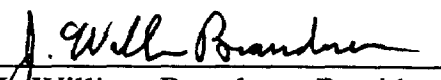
J. William Brandner, President

ELECTRONIC SIGN CORPORATION
a California corporation d/b/a Ad Art

By: 

Terry J. Long, President

LA-MAN CORPORATION

By: 

J. William Brandner, President