

MD 12-17-99



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To the Honorable Commissioner of Patents and Trademarks

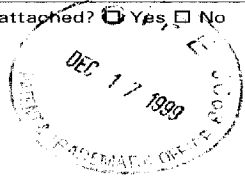
and one or more copies of the original documents or copy thereof.

1. Name of conveying party(ies):

KESPERRY ACQUISITION CORPORATION

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

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



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

Name: Ashley House, Inc.

Internal Address: _____

Street Address: 701 Club Drive

City: Keswick State: VA Zip: 22947

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of Delaware
- 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) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: May 6, 1999

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,796,153 1,828,725
1,812,621 1,906,591

Additional numbers attached? Yes No

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

Name: J. Timothy Hobbs

Internal Address: Wiley, Rein & Fielding

Street Address: 1776 K Street, N.W.

City: Washington State: D.C. Zip: 20006

6. Total number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41) \$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501129

(Attach duplicate copy of this page if paying by deposit account)

12/23/1999 DWGUYEN 00000309 501129 1796153

01 FC:481 40.00 CH
02 FC:482 75.00 CH

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.

J. Timothy Hobbs
Name of Person Signing

[Signature]
Signature

12/16/99
Date

Total number of pages comprising cover sheet _____

OME No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per documents to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"KESPERRY ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "ASHLEY HOUSE, INC." UNDER THE NAME OF "MOUNTBAY HOLDINGS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF MAY, A.D. 1999, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2205296 8100M

991180691

AUTHENTICATION: 9729304

DATE: 05-06-99

TRADEMARK
REEL: 002003 FRAME: 0490

CERTIFICATE OF OWNERSHIP AND MERGER
of
KESPERRY ACQUISITION CORPORATION
into
ASHLEY HOUSE, INC.

Pursuant to Section 253 of the General Corporation Law
of the State of Delaware

KESPERRY ACQUISITION CORPORATION, a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

1. That it was organized under the laws of the State of Delaware on April 22, 1999.

2. That it owns all of the outstanding shares of the capital stock of ASHLEY HOUSE, INC., a corporation organized under the laws of the State of Delaware on August 17, 1989 under the name "Ashley Inns, Inc."

3. That its Board of Directors at a meeting held on May 6, 1999, determined to merge the corporation into said Ashley House, Inc. and did adopt the following resolutions:

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of Ashley House, Inc. and desires to merge itself into said corporation, vesting in the surviving corporation all of the estate, property, rights, privileges and franchises now held and enjoyed by this corporation;

"NOW THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge itself into said Ashley House, Inc., which corporation assumes all of the obligations of Kesperry Acquisition Corporation; and

"FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of such ownership, setting forth a copy of this resolution; and

"FURTHER RESOLVED, that the issued and outstanding shares of capital stock of Ashley House, Inc. shall remain outstanding and ownership thereof shall be transferred to this corporation's sole stockholder in exchange for all of the


issued and outstanding capital stock of this corporation, which capital stock shall thereupon be retired and canceled; and

"FURTHER RESOLVED, that upon filing a Certificate of Ownership and Merger with the Secretary of State of Delaware, the name of Ashley House, Inc. shall be changed to "MOUNTBAY HOLDINGS INC."


4. That the merger has been approved by the corporation's sole stockholder.

Dated: May 6, 1999

KESPERRY ACQUISITION CORPORATION

By: 
Dean P. Andrews
President

ATTEST:


John T. Landry, Jr.
Assistant Secretary

merger-c

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