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To 12-23-1999

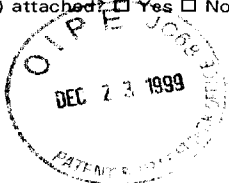
its and Trademarks:

101251113

or copy thereof.

1. Name of U.S. Patent & TMO/ TM Mail Rcpt Dt. #54 ASHLEY HOUSE, INC. 12.23.99

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



2. Name and address of receiving party(ies): Name: Mountbay Holdings, 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 Merger Security Agreement Change of Name Other

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)

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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

12/16/99 Date

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

Total number of pages comprising cover sheet

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01/24/2000 VBRDWN 00000029 Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231

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TRADEMARK

REEL: 002011 FRAME: 0395

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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2205296 8100M

AUTHENTICATION: 9729304

991180691

DATE: 05-06-99

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."

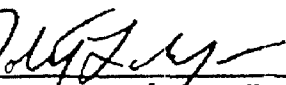
4. That the merger has been approved by the corporation's  
stockholder.

d: May 6, 1999

KESPERRY ACQUISITION CORPORATION

By:   
Dean P. Andrews  
President

ST:

  
T. Landry, Jr.  
stant Secretary

er-c