

11-17-2000

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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TM05/REV03



101519898

Docket No.:

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Encore Systems, Inc.

1017-00

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

Name: Eltrax Hospitality Group, Inc.

Internal Address:

Street Address: 400 Galleria Parkway - Suite 300

City: Atlanta State: GA ZIP 30339

- Individual(s)
- General Partnership
- Corporation-State Georgia
- Other

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Georgia
- Other

Additional names(s) of conveying party(ies) Yes No

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

3. Nature of conveyance:

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

Execution Date: December 14, 1999

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

A. Trademark Application No.(s)

B. Trademark Regis

1,736,114

10-17-2000

U.S. Patent & TMO/TM Mail Rcpt. Dt. #40

Additional numbers

Yes No

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

6. Total number of applications and registrations involved:.....

1

Name: Keith A. Vogt

Internal Address: NIRO, SCAVONE, HALLER & NIRO

7. Total fee (37 CFR 3.41):.....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

Street Address: 181 West Madison Street - Suite 4600

8. Deposit account number:

City: Chicago State: IL ZIP: 60602

14-1131

DO NOT USE THIS SPACE

1

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.

Name of Person Signing

Clayton Lewis

Signature

[Signature]

Date

9/28/00

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 002177 FRAME: 0706

**CERTIFICATE OF MERGER
OF**

Five Star Systems, Inc.

AND

~~Logistics, Inc.~~ *Lodgistix, Inc. K909616*

INTO

Encore Systems, Inc.

UNDER SECTION 252 OF THE DELAWARE GENERAL CORPORATION LAW
AND SECTION 14-2-1101, ET. SEQ., OF THE GEORGIA BUSINESS CORPORATIONS
CODE

1. CONSTITUENT CORPORATIONS

(a) The name and state of incorporation of each of the constituent entities involved in the merger to be effected hereby are as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
Five Star Systems, Inc.	Georgia
Lodgistix, Inc.	Delaware
Encore Systems, Inc.	Georgia

(b) The name of the surviving corporation is Encore Systems, Inc. On the Effective Date, on consummation of the merger, Article I of the Articles of Incorporation of Encore shall be amended to read as follows:

"The name of the corporation is: Eltrax Hospitality Group, Inc."

2. ADOPTION AND APPROVAL

In accordance with the provisions of the Georgia Business Corporations Code (the "Georgia Act"), and the Delaware General Corporation Law (the "Delaware Act"), the Agreement and Plan of Merger has been adopted, approved and executed by:

- (i) The sole director and sole shareholder of Encore Systems, Inc.;
- (ii) The sole director and sole shareholder of Lodgistix, Inc.; and
- (iii) The sole director and sole shareholder of Five Star Systems, Inc.

3. **CONVERSION OF SHARES**

a. On the Effective Date, on consummation of the Merger, Encore, Five Star and Lodgistix will cease to exist separately, and Five Star and Lodgistix will be merged with and into Encore in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in each of the Georgia Act and the Delaware Act.

b. On the Effective Date, on consummation of the Merger, all of the outstanding shares of Encore capital stock will remain issued and outstanding.

c. On the Effective Date, on consummation of the Merger, all of the outstanding shares of Five Star capital stock will be cancelled and returned, and will cease to exist without any payment being made or due in respect of such shares.

d. On the Effective Date, on consummation of the Merger, all of the outstanding shares of Lodgistix capital stock will be cancelled and returned, and will cease to exist without any payment being made or due in respect of such shares.

4. **FILING OF AGREEMENT; EFFECTIVE DATE**

a. To cause the merger to become effective, a Certificate of Merger shall be filed (i) with the Georgia Secretary of State, pursuant to, and in accordance with, the Georgia Act, and (ii) with the Secretary of the State of Delaware pursuant to, and in accordance with, the Delaware Act.

b. The effective date of the merger (the "Effective Date") shall be January 1 2000.

5. **COPIES OF THIS AGREEMENT**

An original, executed copy of the Agreement and Plan of Merger shall remain on file at Encore Systems, Inc.'s principal place of business, the address of which is 900 Circle 75 Parkway, Suite 1700, Atlanta, Georgia, 30339, and upon request and without cost, Encore Systems, Inc. shall furnish a copy thereof to any of its shareholders, to any shareholder of Five Star, or to any shareholder of Lodgistix.

6. **SERVICE OF PROCESS**

Encore Systems, Inc. agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of Lodgistix, Inc. Encore Systems, Inc. irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such action, suit or proceeding. The post office address to which the Secretary of State shall mail a copy of any process served against Encore Systems, Inc. is 900 Circle 75 Parkway, Suite 1700, Atlanta, Georgia, 30339,. In the event of service upon the Secretary of State, the procedures set forth in Section 252(c) of the Delaware Act shall be applicable, except that the plaintiff in any such action, suit or proceeding shall furnish the Secretary of State with the above address and any other address the plaintiff may elect to furnish, together with copies of such process, and the Secretary of State shall notify Encore Systems, Inc. at all such addresses.

7. **MERGER PERMITTED UNDER DELAWARE AND GEORGIA LAW**

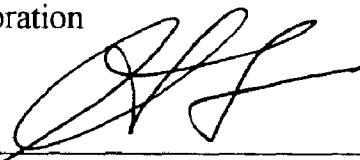
The merger described in this Certificate of Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Delaware and the State of Georgia.

(signature page to follow)

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed as of the 14th day of December, 1999.


Encore Systems, Inc.,
a Georgia corporation

By: _____


Clunet R. Lewis, President

Five Star Systems, Inc.,
a Georgia corporation

By: _____


Clunet R. Lewis, President

Lodgistix, Inc.,
a Delaware corporation

By: _____


Clunet R. Lewis, President

Upon filing, return to:
Lise A. Barrera
Jaffe, Raitt, Heuer & Weiss,
Professional Corporation
One Woodward Avenue, Suite 2400
Detroit, Michigan 48226
(313) 961-8380

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K93510758
CONTROL NUMBER: J000092
EFFECTIVE DATE: 01/01/2000
REFERENCE : 0091
PRINT DATE : 01/03/2000
FORM NUMBER : 412

CT CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE STREET, NE
ATLANTA GA 30361

CERTIFICATE OF MERGER AND NAME CHANGE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date show above. Attached is a true and correct copy of the said filing.

Surviving Entity:

ENCORE SYSTEMS, INC., A GEORGIA CORPORATION

Changing its Name to:

ELTRAX HOSPITALITY GROUP, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

FIVE STAR SYSTEMS, INC., A GEORGIA CORPORATION

LODGISTIX, INC. (DELAWARE), A DELAWARE CORPORATION



CATHY COX
SECRETARY OF STATE



RECORDED: 10/17/2000

TRADEMARK
REEL: 002177 FRAME: 0711