

11-15-00

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

12-07-2000

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**



101543442

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

5

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

New

Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_

Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

**Conveyance Type**

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger  
Effective Date  
Month Day Year \_\_\_\_\_

Change of Name

Other \_\_\_\_\_

**Conveying Party**

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

75885 885

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

**Receiving Party**

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**TRADEMARK**  
**REEL: 002190 FRAME: 0583**

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

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<input type="text" value="75886257"/>	<input type="text" value="75885660"/>	<input type="text" value="75886051"/>
<input type="text" value="75885878"/>	<input type="text" value="75886363"/>	<input type="text" value="75885659"/>

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**Number of Properties** Enter the total number of properties involved.

#

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

ROBIN LIGHTNER MAISASHVILI

Name of Person Signing

*Robin Maisashvili*

Signature

11/14/00

Date Signed

FORM PTO-1618C  
Expires 06/30/99  
OMB 0651-0027

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)  
 Corporation  Association  
 Other

Citizenship/State of Incorporation/Organization

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

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**Trademark Application Number(s)**

**Registration Number(s)**

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*State of Delaware*  
*Office of the Secretary of State*

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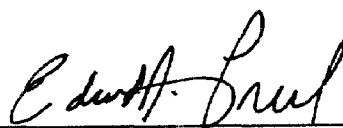
PAGE 1

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 MERGER, WHICH MERGES:

"QAB, LLC", A TEXAS CORPORATION,

WITH AND INTO "JOEAUTO.COM, INC." UNDER THE NAME OF "JOEAUTO.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JULY, A.D. 2000, AT 6 O'CLOCK P.M.



  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0652216

DATE: 08-31-00

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TRADEMARK  
REEL: 002190 FRAME: 0586

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 06:00 PM 07/21/2000  
001375646 - 3237633

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
QAB, LLC  
WITH AND INTO  
JOEAUTO.COM, INC.**

**(Pursuant to Section 264 of the General  
Corporation Law of the State of Delaware)**

JoeAuto.com, Inc., a Delaware corporation (the "Corporation") for the purposes of merging QAB, LLC, a Texas limited liability company (the "Subsidiary"), with and into the Corporation, hereby certifies as follows:

**FIRST:** The names and states of incorporation/organization of the constituent entities are as follows:

<u>Name</u>	<u>State of Incorporation/Organization</u>
JoeAuto.com, Inc.	Delaware
QAB, LLC	Texas

**SECOND:** The Corporation owns 100% of the Class A Shares and Class B Shares of the Subsidiary.

**THIRD:** Attached hereto as Exhibit A is a true and correct copy of the resolutions adopted on June 29, 2000 by the Board of Directors of the Corporation approving the merger of the Subsidiary with and into the Corporation.

**FOURTH:** This merger has been approved by the holders of all the outstanding stock of the Corporation entitled to vote thereon by written consent in lieu of a special meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware.

**FIFTH:** The managers of the Subsidiary have unanimously approved this merger.

**SIXTH:** Pursuant to resolutions and the Agreement and Plan of Merger, dated as of June 29, 2000, involving the Corporation and the Subsidiary, the Subsidiary shall be merged with and into the Corporation. JoeAuto.com, Inc. shall be the name of the surviving corporation.

**SEVENTH:** The merger will become effective on the date of this Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware.

[Signature page follows.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer this 29<sup>th</sup> day of June, 2000.

JoeAuto.com, Inc.

By: \_\_\_\_\_

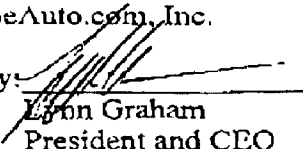
  
Lynn Graham  
President and CEO

EXHIBIT A

(See Attached Resolutions and Plan of Merger Adopted by Unanimous Consent of Directors in  
Lieu of Special Meeting of JoeAuto.com, Inc.)

**RESOLUTIONS AND PLAN OF MERGER ADOPTED BY UNANIMOUS CONSENT  
OF DIRECTORS  
IN LIEU OF SPECIAL MEETING OF  
JOEAUTO.COM, INC.**

WHEREAS, JoeAuto.com, Inc., (the "Corporation") is the legal and beneficial owner of all of the outstanding Class A and Class B shares (the "Shares") of QAB, LLC, a limited liability company organized and existing under the laws of the State of Texas (the "Subsidiary"); and

WHEREAS, the Shares are the only issued and outstanding class of shares of the Subsidiary; and

WHEREAS, the Subsidiary desires to merge itself with and into the Corporation pursuant to the provisions of Section 264 of the General Corporation Law of the State of Delaware and adopt the plan of merger set forth in the Resolutions below (the "Plan of Merger"); and

WHEREAS, no amendments to the articles of organization are necessary to effect this merger;

NOW, THEREFORE, BE IT RESOLVED, that effective upon the filing of the Certificate of Ownership and Merger setting forth these resolutions with the Secretary of State of the State of Delaware (subject to approval of the sole shareholder of the Subsidiary), the Subsidiary shall merge itself with and into the Corporation, the Corporation shall assume any and all obligations and succeed to any and all rights of the Subsidiary, and the surviving entity shall be the Corporation; and

FURTHER RESOLVED, that, upon the proposed merger becoming effective, each outstanding unit of Shares owned of record by the Subsidiary shall cease to be outstanding, without any payment being made in respect thereof; and

FURTHER RESOLVED, that, upon the proposed merger becoming effective, each outstanding unit of Shares owned of record by the Corporation shall be cancelled and retired; and

FURTHER RESOLVED, that the proposed merger be submitted to the sole shareholder of the Subsidiary, and upon receiving the unanimous written consent of such shareholder, the proposed merger shall be approved; and

FURTHER RESOLVED, that the President, the Vice President, and the Secretary of the Corporation be, and each of them hereby is, authorized to execute the Certificate of Ownership and Merger, setting forth a copy of these resolutions providing for the merger of the Subsidiary with and into the Corporation, and the



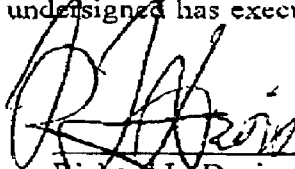
date of adoption thereof, and to file or cause to be filed such Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; and

FURTHER RESOLVED, that the President, the Vice President, and the Secretary of the Corporation be, and each of them hereby is, authorized to execute the Articles of Merger, setting forth a copy of these resolutions providing for the merger of the Subsidiary with and into the Corporation, and the date of adoption thereof, and to file or cause to be filed such Articles of Merger with the Secretary of State of the State of Texas; and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect the foregoing merger.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned has executed this Consent, this 29<sup>th</sup> day of  
June, 2000.



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Richard L. Davis

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Randy Vanstory

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John Kiltz

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Lynn Graham

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Wain Kellum

**IN WITNESS WHEREOF**, the undersigned has executed this Consent, this 29<sup>th</sup> day of June, 2000.

\_\_\_\_\_  
Richard L. Davis

  
\_\_\_\_\_  
Randy Vanstory

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John Kiltz

\_\_\_\_\_  
Lynn Graham

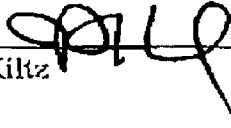
\_\_\_\_\_  
Wain Kellum

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