

04-17-2001

RECORDATION FORM COVER SHEET

U.S. Department of Commerce Patent and Trademark Office



TRADEMARKS ONLY

101678054

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

1. Name of conveying Party(ies):
 Wilcox & Associates Inc.

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 25, 1999

2. Name and address of receiving Party(ies)
 Name: DMW Worldwide, Inc.
 Internal Address: St. Louis, Missouri
 Street Address: 211 North Broadway
 City: St. Louis State: MO ZIP: 63102

Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Missouri
 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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No's
1,969,559
1,979,339

Additional numbers attached? Yes No

6. Total Number of applications and registrations involved:..... 2

7. Total fee (37 CFR 3.41):.....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account number:
02-4467 - To be charged in the event of any deficiency in the fee presented herewith

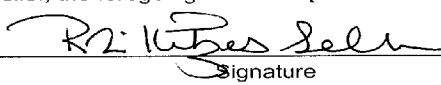
(Attach) duplicate copy of this page if paying by deposit account

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Robin Kitzes Silk
 Internal Address: Bryan Cave LLP
245 Park Avenue
New York, NY 10167-0034

Street Address:
245 Park Avenue

City: New York State: NY ZIP: 10167-0034

9. State 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.

Robin Kitzes Silk  March 28, 2001 Date

Name of Person Signing Signature Date

Total number of pages including this cover sheet and any attachments: 9

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

Do not detach this portion

04/16/2001 TDIAZ1 00000087 1969559
 01 FC:481 20.00 00
 02 FC:482 25.00 00

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 document 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 Enterprise Services, Paper Reduction Project (0651-0011), Washington, D.C. 20503.

REEL: 002272 FRAME: 0557

#00463694

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:

WILCOX & ASSOCIATES INC. (#00423128)

THE MCCLURE GROUP INC. (#00416391)

INTO: DMW WORLDWIDE, INC. (#00463694)
Organized and Existing Under Law of Missouri
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effected with

DMW WORLDWIDE, INC. (#00463694)

as the surviving corporation.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
25th Day of January, 1999.



Rebecca McDowell Cook
Secretary of State

\$35.00

FILED AND CERTIFICATE
ISSUED

JAN 25 1999

ARTICLES OF MERGER
merging
WILCOX & ASSOCIATES INC. and THE MCCLURE GROUP INC.
with and into
DMW WORLDWIDE, INC.

Rebecca McDowell Cook
SECRETARY OF STATE

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporations adopt the following Articles of Merger:

- (1) Wilcox & Associates Inc., a Missouri corporation ("Wilcox"), The McClure Group Inc., a Missouri corporation ("McClure") and DMW Worldwide, Inc., a Missouri corporation, ("DMW") are hereby merged and DMW Worldwide, Inc. is the surviving corporation.
- (2) The Board of Directors of Wilcox by unanimous written consent on December 31, 1998 approved the Agreement and Plan of Merger set forth in these articles.
- (3) The Board of Directors of McClure by unanimous written consent on December 31, 1998 approved the Agreement and Plan of Merger set forth in these articles.
- (4) The Board of Directors of DMW by unanimous written consent on December 31, 1998 approved the Agreement and Plan of Merger set forth in these articles.
- (5) The Plan of Merger thereafter was adopted by consent of the sole shareholder of Wilcox on December 31, 1998. All 100 common shares, constituting all of the issued and outstanding shares of Wilcox, were voted in favor of said Plan.
- (6) The Plan of Merger thereafter was adopted by consent of the sole shareholder of McClure on December 31, 1998. All 100 common shares, constituting all of the issued and outstanding shares of McClure, were voted in favor of said Plan.
- (7) The Plan of Merger thereafter was adopted by consent of the sole shareholder of DMW on December 31, 1998. All 100 common shares, constituting all of the issued and outstanding shares of DMW, were voted in favor of said Plan.
- (8) PLAN OF MERGER

- 1. Wilcox and McClure and DMW are hereby merged and DMW is the surviving corporation.
- 2. Upon the merger becoming effective, the separate existence of Wilcox and McClure shall cease and all of the property, rights, privileges, franchises, licenses, registrations and other assets of every kind and description of Wilcox and McClure shall be transferred to, vested in and devolve upon DMW without further act or deed. All rights of creditors and all liens upon the property of any of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of Wilcox and McClure

shall thenceforth attach to DMW and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

- 3. The Articles of Incorporation and By-Laws of DMW shall not be changed or affected by the merger and shall remain in full force and effect.
- 4. The directors and officers of DMW upon the effective date of the merger shall continue to be the directors and officers of DMW.
- 5. DMW will not issue any of its shares for the issued shares of Wilcox and McClure inasmuch as the sole shareholder of Wilcox and McClure is the sole shareholder of DMW. All of the issued shares of Wilcox and McClure shall, upon the effective date of the merger, be surrendered and cancelled. The shares of DMW shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of DMW.
- 6. The proper officers of the corporations party to the merger are authorized to make all necessary filings, to seek all necessary consents and to take any and all other actions which any such officer may deem necessary, appropriate or advisable to carry out the Plan of Merger including, without limitation, payment of all proper expenses and execution and delivery of all such agreements, applications, statements, undertakings, consents to service of process, certificates, instruments and other documents as any such officer may deem necessary, appropriate or advisable to carry out the terms and provisions of the Plan of Merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

WILCOX & ASSOCIATES INC.

CORPORATE SEAL

none

By *John F. Meneough*
 Name: John F. Meneough
 Title: President

ATTEST:

By *Carol J. Myers*
 Name: Carol J. Myers
 Title: Secretary

THE MCCLURE GROUP INC.

CORPORATE SEAL

none

By *John F. Meneough*
Name: John F. Meneough
Title: President

ATTEST:

By *Carol J. Myers*
Name: Carol J. Myers
Title: Secretary

DMW WORLDWIDE, INC.

CORPORATE SEAL

none

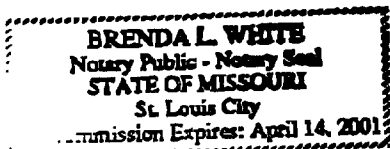
By *John F. Meneough*
Name: John F. Meneough
Title: President

ATTEST:

By *Carol J. Myers*
Name: Carol J. Myers
Title: Secretary

STATE OF MISSOURI)
) SS
CITY OF ST. LOUIS)

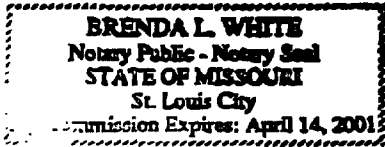
I, *Brenda L. White*, a Notary Public, do hereby certify that on the 31 day of December, 1998, personally appeared before me John F. Meneough who being by me first duly sworn, declared that he is the President of Wilcox & Associates Inc. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



Brenda L. White
Notary Public

STATE OF MISSOURI)
) SS
CITY OF ST. LOUIS)

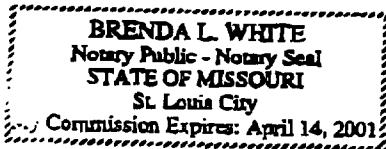
I, Brenda L White, a Notary Public, do hereby certify that on the 31 day of December, 1998, personally appeared before me John F. Meneough who being by me first duly sworn, declared that he is the President of The McClure Group Inc. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



Brenda L White
Notary Public

STATE OF MISSOURI)
) SS
CITY OF ST. LOUIS)

I, Brenda L White, a Notary Public, do hereby certify that on the 31 day of December, 1998, personally appeared before me John F. Meneough who being by me first duly sworn, declared that he is the President of DMW Worldwide, Inc. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



Brenda L White
Notary Public