



10-24-2001

RECOR 10-10-2001
U.S. Patent & TMO/TM Mail Rpt Dt. #31



101884235

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
Effective Month Day Year

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date

Formerly

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)
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 Assignment.)

Corporation Association

Other

Citizenship/State of 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 estimates 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

REEL: 002388 FRAME: 0347

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Holland & Knight LLP

Address (line 1) 2099 Pennsylvania Avenue, NW, Suite 100

Address (line 2) Washington, D.C. 20006

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number 202-419-2404

Name Stephen J. Jeffries

Address (line 1) Holland & Knight LLP

Address (line 2) 2099 Pennsylvania Avenue, NW, Suite 100

Address (line 3) Washington, D.C. 20006

Address (line 4)

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

3

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)

<u>2,007,737</u>		

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:
Deposit Account

Enclosed Deposit Account

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

Deposit Account Number:

501-542

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.

Stephen J. Jeffries

Name of Person Signing

[Signature]
Signature

10/2/01
Date Signed

TRADEMARK

REEL: 002388 FRAME: 0348

State of Delaware
Office of the Secretary of State

PAGE 1

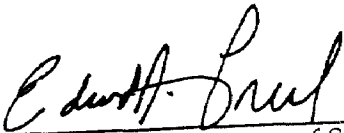
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WILDFLOWER PRODUCTIONS", A CALIFORNIA CORPORATION,
WITH AND INTO "NG TOPO, INC." UNDER THE NAME OF "NG TOPO,
INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF
THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE
EIGHTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

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



3211201 8100M
001292653



Edward J. Freel, Secretary of State

AUTHENTICATION: 0487002
DATE: 06-08-00

TRADEMARK
REEL: 002388 FRAME: 0349

CERTIFICATE OF MERGER
OF
WILDFLOWER PRODUCTIONS
AND
NG TOPO, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Wildflower Productions, which is incorporated under the laws of the State of California; and
 - (ii) NG TOPO, Inc., which is incorporated under the laws of the State of Delaware.
2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware (the "GCL"), by Wildflower Productions in accordance with the laws of the State of California and by NG TOPO, Inc., in the same manner as is provided in Section 251 of the GCL.
3. The name of the surviving corporation in the merger herein certified is NG TOPO, Inc., which will continue its existence as said surviving corporation under the name NG TOPO, Inc., upon the effective date of said merger pursuant to the provisions of the GCL.
4. The Certificate of Incorporation of NG TOPO, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the GCL.
5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 375 Alabama Avenue, Suite 400, San Francisco, CA 94110.
6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Wildflower Productions consists of 10,000,000 shares without par value.

8. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on May 2, 2000, insofar as the GCL shall govern said effective date.

WILDFLOWER PRODUCTIONS

Dated: May 2, 2000

By: 
Paul Glauthier, President

NG TOPO, INC.

Dated: May 2, 2000

By: 
Paul Glauthier, President