

03-03-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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):

AmeriPark Holdings, LLC.

2.77.03

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company, GA

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 2/13/2003

2. Name and address of receiving party(ies)

Name: AmeriPark, Inc.

Internal Address:

Street Address: 309 East Paces Ferry Rd Suite 500

City: Atlanta State: GA Zip: 30305

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2570017

Additional number(s) attached Yes No

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

Name: Richard H. Bennett

Internal Address:

Street Address: 3495 Piedmont Rd, NE

11 Piedmont Center, Suite 900

City: Atlanta State: GA Zip: 30305

6. Total number of applications and registrations involved:

1

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

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

N/A

DO NOT USE THIS SPACE

9. Signature.

Richard H. Bennett Name of Person Signing Attorney for AmeriPark, Inc.

Signature

2/19/03 Date

8 Total number of pages including cover sheet, attachments, and document.

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

2/28/2003 BTOM11 00000167 2570017

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40.00 OP

TRADEMARK REEL: 002681 FRAME: 0406

Additional information regarding Box 1:

As evidenced by the attached Certificate of Organization by Election, AmeriPark Holdings, Inc., a Georgia corporation, elected to become a limited liability company under Georgia law. AmeriPark Holdings, Inc. is identified as the mark owner on the records of the U.S. Patent and Trademark Office and is, as AmeriPark Holdings, LLC, the conveying party.

TRADEMARK ASSIGNMENT

WHEREAS, AmeriPark Holdings, LLC, f/k/a AmeriPark Holdings, Inc., a Georgia limited liability company, maintaining a principal place of business at 309 East Paces Ferry Road, Suite 500, Atlanta, Georgia 30305 ("Assignor"), has adopted and is using the service mark "AmeriPark" and has obtained registrations and filed applications therefor in the United States Patent and Trademark Office, as listed on the attached Exhibit A (which is incorporated herein) (the "Marks"); and

WHEREAS, AmeriPark, Inc., a Georgia corporation, maintaining a principal place of business at at 309 East Paces Ferry Road, Suite 500, Atlanta, Georgia 30305 ("Assignee"), is desirous of acquiring said Marks, together with the good will of the business symbolized by the Marks;

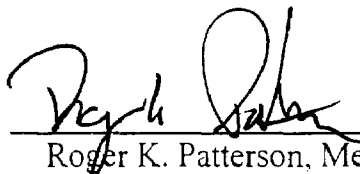
WHEREAS, the USPTO identifies the Marks owner as "AmeriPark Holdings," a Georgia Corporation, which is the Assignor:

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign unto Assignee, effective January 1, 2003, all right, title and interest in the Marks, together with the good will of the business symbolized by the Marks, and in the above-identified registrations and applications for the Marks, including the right to sue for past infringement. Assignor represents that it has valid title to the Marks and is under no encumbrances or restrictions in entering into this Agreement. Assignor and the individual executing this Assignment under seal represents that they have the requisite corporate and shareholder authority and approvals to assign the Marks.

ASSIGNOR:


AMERIPARK HOLDINGS, LLC

Date: 2/13/03

By:  (seal)
Roger K. Patterson, Member and Manager

STATE OF GEORGIA
FULTON COUNTY

On this 13 day of Feb, 2003 before me appeared Roger K. Patterson, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of the identified limited liability company.


Notary Public

My Commission Expires: My Commission Expires
November 16 2004

**CERTIFICATE OF ELECTION OF
AMERIPARK HOLDINGS, INC.
TO BECOME A LIMITED LIABILITY COMPANY
KNOWN AS AMERIPARK HOLDINGS, LLC**

ARTICLE I

The name of the entity making the election under O.C.G.A. §§ 14-2-1109.1 and 14-11-212 is AMERIPARK HOLDINGS, INC. (hereinafter the "Entity"), organized and existing under the laws of the State of Georgia.

ARTICLE II

The Entity elects to become a limited liability company under the Georgia Limited Liability Company Act, and shall be known as AMERIPARK HOLDINGS, LLC.

ARTICLE III

This election shall become effective with the filing of this Certificate of Election with the Secretary of State of the State of Georgia.

ARTICLE IV

This election has been approved by the Entity's Board of Directors and by all of its shareholders, as required by O.C.G.A. §§ 14-2-1109.1 and 14-11-212(a).

ARTICLE V

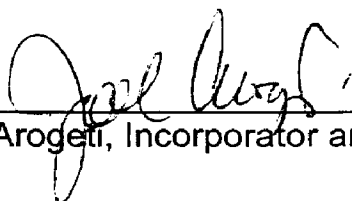
With this Certificate of Election, Articles of Organization of AMERIPARK HOLDINGS, LLC, in the form required by O.C.G.A. § 14-11-204 are being filed with the Secretary of State of the State of Georgia, using a name that satisfies the requirements of O.C.G.A. § 14-11-207, and that such Articles of Organization shall govern the limited liability company being formed by this election, unless and until modified in accordance with the Georgia Limited Liability Company Act.

ARTICLE VI

The members of the limited liability company being formed pursuant to this election, have entered into an operating agreement that is simultaneously effective immediately upon this election taking effect, and such operating agreement provides for the basis and method of converting the ownership interests as they existed in the Entity prior to this

election into the respective ownership interests of members in the limited liability company formed by this election.

IN WITNESS WHEREOF, this CERTIFICATE OF ELECTION TO BECOME A LIMITED LIABILITY COMPANY UNDER THE GEORGIA LIMITED LIABILITY COMPANY ACT has been executed on this 1st day of February, 2001.



Joel S. Arogeti, Incorporator and Organizer

Prepared and filed by:

Joel S. Arogeti
Kitchens Kelley Gaynes, P.C.
11 Piedmont Center, Suite 900
Atlanta, Georgia 30305
404/237-4100

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CORPORATION DIVISION