

04-09-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

44-03

Street Cars, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 11/06/2002

2. Name and address of receiving party(ies)

Name: Streetcars, Inc.

Internal Address: Suite 110

Street Address: 7801 Mesquite Bend Drive

City: Irving State: TX Zip: 75063

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

OFFICE OF TRADEMARK RECORDS
FINANCE SECTION
2003 APR -4 AM 9:57

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

A. Trademark Application No.(s) 76/190,192;
(please see attached page)

B. Trademark Registration No.(s) 2,599,410;
1,081,164; 1,773,060

Additional number(s) attached Yes No

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

Name: Michele P. Schwartz

Internal Address: Hughes & Luce, LLP
Suite 2800

Street Address: 1717 Main Street

City: Dallas State: TX Zip: 75201

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41).....\$ 240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501343

DO NOT USE THIS SPACE

9. Signature.

Michele P. Schwartz
Name of Person Signing

Signature

4/4/03
Date

Total number of pages including cover sheet, attachments, and document: 6

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

4/08/2003 6TON11 00000015 501343 76190192

(1 FC:8521 40.00 CH
(2 FC:8522 200.00 CH

TRADEMARK
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CONTINUATION OF ITEM 4

TRADEMARK APPLICATIONS

Serial No.

76/196,670

76/333,489

76/222,736

76/222,734

76/222,735

012619.00010:771655.01

TRADEMARK
REEL: 002708 FRAME: 0028

CERTIFICATE OF MERGER

OF

**STREET CARS, INC.
(A MASSACHUSETTS CORPORATION)**

AND

**STREETCARS, INC.
(A DELAWARE CORPORATION)**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Street Cars, Inc., which is incorporated under the laws of the State of Massachusetts (the "Non-Surviving Entity"); and
 - (ii) Streetcars, Inc., which is incorporated under the laws of the State of Delaware (the "Surviving Entity").
2. An Agreement and Plan of Merger ("Plan 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 Delaware General Corporation Law (the "DGCL"), to wit, by the Non-Surviving Entity in accordance with the laws of the State of its incorporation and by the Surviving Entity in the same manner as is provided in Section 251 of the DGCL.
3. The Surviving Entity shall be the surviving corporation in the merger herein certified. The name of the Surviving Entity is "Streetcars, Inc.," which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the DGCL.
4. The Certificate of Incorporation of the Surviving Entity, as now in force and effect, shall continue to be the Certificate of Incorporation of said Surviving Entity until amended and changed pursuant to the provisions of the DGCL.
5. The executed Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid Surviving Entity, the address of which is as follows: Streetcars, Inc., 7801 Mesquite Bend Drive, Suite 110, Irving, Texas 75063.
6. A copy of the aforesaid Plan of Merger will be furnished by the aforesaid Surviving Entity, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

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7. The authorized capital stock of the Non-Surviving Entity consists of 300,000 shares of common stock, par value \$.01, per share.

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Dated: November 7, 2002.

STREETCARS, INC.,
a Delaware corporation

By: 
Name: Atric B. Simon
Title: President

Dated: November 7, 2002

STREET CARS, INC.,
a Massachusetts corporation

By: 
Name: Atric B. Simon
Title: President

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Delaware

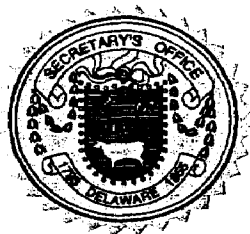
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

"STREET CARS, INC.", A MASSACHUSETTS CORPORATION,
WITH AND INTO "STREETCARS, INC." UNDER THE NAME OF
"STREETCARS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF NOVEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2075182

020683014

RECORDED: 04/04/2003

DATE: ~~TRADEMARK~~
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