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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

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

1. Name of conveying party(ies): GENERAL PORTLAND INC.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 04-28-1994

2. Name and address of receiving party(ies)

Name: CITADEL HOLDINGS INC.

Internal Address:

Street Address: 11 EAST CHASE STREET

City: BALTIMORE State: MD Zip: 21202

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

844366

Additional number(s) attached Yes No

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

Name: MARK J. YOUNG, ESQ.

Internal Address: MCGUIREWOODS LLP

Street Address: 50 N. LAURA STREET, SUITE 3300

City: JACKSONVILLE State: FL Zip: 32202

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:

DO NOT USE THIS SPACE

9. Signature.

MARK J. YOUNG

Name of Person Signing

Signature

AUGUST 11, 2003

Date

Total number of pages including cover sheet, attachments, and document: 5

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

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40.00 OP

2003 AUG 11 PM 1:58 OPR/FINANCE

TRADEMARK REEL: 002800 FRAME: 0357

ARTICLES OF MERGER
BETWEEN

CITADEL HOLDINGS INC.
(a Maryland Corporation)

AND

GENERAL PORTLAND INC.
(a Delaware corporation)

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
12/29/87 at 9:38

11/29/88
100

Citadel Holdings Inc., a corporation duly organized and existing under the laws of the State of Maryland ("Citadel"), and General Portland Inc., a corporation duly organized and existing under the laws of the State of Delaware ("GPI"), do hereby certify that:

FIRST: Citadel and GPI agree to merge GPI with and into Citadel pursuant to Section 3-106 of the Maryland General Corporation Law.

SECOND: The name and place of incorporation of each party to these Articles are Citadel Holdings Inc., a Maryland corporation, and General Portland Inc., a Delaware corporation. Citadel shall survive the merger and shall continue under the name "Citadel Holdings Inc." as a corporation of the state of Maryland.

THIRD: GPI was incorporated on February 19, 1947, under the General Corporation Law of the State of Delaware and is not registered or qualified to do business in the State of Maryland.

FOURTH: Citadel has its principal office in the State of Maryland in Baltimore City. GPI does not maintain an office in the State of Maryland and does not own any interest in land in the State of Maryland.

FIFTH: The terms and conditions of the transaction set forth in these Articles were advised, authorized, and approved by each corporation party to the Articles in the manner and by the vote required by its Charter and the laws of the state of its incorporation. The Board of Directors of Citadel, by written consent dated December 11, 1987 signed by all the directors of Citadel, and the Board of Directors of GPI, by written consent dated December 31, 1987 signed by all the directors of GPI, adopted resolutions which declared that the proposed merger was advisable on substantially the terms and conditions set forth or referred to in the resolutions. The approval of the merger by the stockholders of Citadel and GPI is not required.

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ARTICLES OF MERGER

MERCING

GENERAL PORTLAND INC. (A DE CORP.)

INTO

CITADEL HOLDINGS INC. (A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 29, 1988

AT 9:38

O'CLOCK A. M. AS IN CONFORMITY

Effective: 1/29/88 at 10:00 AM

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

RECORDING
FEE PAID

SPECIAL
FEE PAID

\$ _____

\$ 20.00

\$ _____

TO THE CLERK OF THE COURT OF

BALTIMORE CITY

4rb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



STATE OF MARYLAND

A 242223

I have

examined this instrument and it is a true and correct copy of the original as filed in this office. DATED: 4-28-94

DEPARTMENT OF ASSESSMENTS AND TAXATION
AND TAXATION OF MARYLAND IN LIEU OF

BY:

This stamp replaces our previous certification system. Effective: 10/84

SIXTH: No amendment to the Charter of Citadel is to be effected as a part of the merger.

SEVENTH: The total number of shares of stock of all classes which Citadel has authority to issue is 13,000 shares, of which 3,000 shares are Common Stock (par value \$1.00 per share), 3,000 shares are First Preferred Stock (par value \$1.00 per share) and 7,000 shares are Second Preferred Stock (par value \$1.00 per share). The aggregate par value of all the shares of stock of all classes of Citadel is \$13,000. The total number of shares of stock of all classes which GPI has authority to issue is 5,000 shares, all of which shares are Common Stock (par value \$1.00 per share). The aggregate par value of all the shares of stock of GPI is \$5,000.

EIGHTH: The merger does not increase the authorized stock of Citadel.

NINTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation or other consideration and the treatment of any issued stock of the merging corporations not to be converted or exchanged are as follows:

(a) Each issued and outstanding share of each class of the stock of Citadel on the effective date of the merger shall continue, without change, to be an issued and outstanding share of stock of Citadel.

(b) Each issued and outstanding share of the stock of GPI on the effective date of the merger shall, upon effectiveness and without further act, be cancelled.

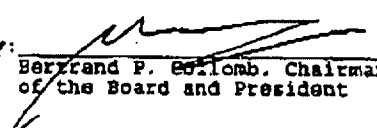
TENTH: The merger shall become effective at 10:00 a.m., Eastern time, on January 29, 1988.

IN WITNESS WHEREOF, Citadel Holdings Inc. and General Portland Inc. have caused these presents to be signed in their respective names and on their respective behalves by their respective presidents and witnessed by their respective secretaries on July 1, 1988.

WITNESS:

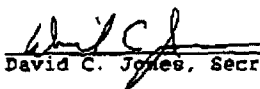
CITADEL HOLDINGS INC.
(a Maryland corporation)

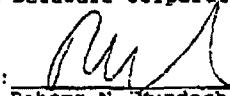

David C. Jones, Secretary

By: 
Bertrand P. Collomb, Chairman
of the Board and President

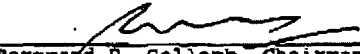
WITNESS:

GENERAL PORTLAND INC.
(a Delaware corporation)

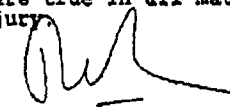

David C. Jones, Secretary

By: 
Robert W. Murdoch, President
and Chief Operating Officer

THE UNDERSIGNED, Chairman of the Board and President of Citadel Holdings Inc., who executed on behalf of said Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Bertrand P. Collomb, Chairman
of the Board and President

THE UNDERSIGNED, President and Chief Operating Officer of General Portland Inc., who executed on behalf of said Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Robert W. Murdoch, President
and Chief Operating Officer

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