



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

102530918

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):
Solutions, A Nonprofit Corporation

8.19.03

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Washington
- 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: August 1, 2003

2. Name and address of receiving party(ies)
Name: Consumer Credit Counseling Services

Internal of America, Inc.
Address: _____

Street Address: 4660 South Laburnum Ave.

City: Richmond State: VA Zip: 23231

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Virginia
- 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)
78/279,058

B. Trademark Registration No.(s)
2,539,248; 2,499,188; 2,492,975

Additional number(s) attached Yes No

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

Name: David S. Lionberger, Esq.

Internal Address: _____

Street Address: Christian & Barton, LLP

909 East Main Street; Suite 1200

City: Richmond State: VA Zip: 23219

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

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

DO NOT USE THIS SPACE

9. 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.

David S. Lionberger, Esq.

Name of Person Signing

Signature

August 7, 2003

Date

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

08/20/2003 GTON11 0000097 78279058

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

01 FC:8521
02 FC:8522

40.00 OP
75.00 OP

ARTICLES OF MERGER

SOLUTIONS, A NONPROFIT CORPORATION
organized under the laws of the State of Washington

non dem

INTO

CONSUMER CREDIT COUNSELING SERVICES OF AMERICA, INC.
a nonstock corporation organized under the laws of the Commonwealth of Virginia

*0201358-9
dem*

Pursuant to the provisions of Article 11 of the Virginia Nonstock Corporation Act and Sections 24.03.185 *et seq.* of the Washington Nonprofit Corporation Act, the undersigned hereby adopt the following Articles of Merger:

FIRST: The Plan of Merger (the "Plan"), pursuant to which SOLUTIONS, A NONPROFIT CORPORATION, organized under the laws of the State of Washington (the "Merged Corporation"), will merge into CONSUMER CREDIT COUNSELING SERVICES OF AMERICA, INC., a nonstock corporation organized under the laws of the Commonwealth of Virginia (the "Merging Corporation"), is attached hereto as Exhibit A and made a part hereof. Pursuant to the Plan, the Merging Corporation shall be and continue in existence as the surviving corporation (the "Surviving Corporation").

SECOND: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized, and approved by each of the Merging Corporation and the Merged Corporation in the manner and by the vote required by its charter and the laws of the state where it is organized.

THIRD: The Plan was approved and adopted as of July 22, 2003, by the requisite vote of the Board of Trustees of the Merged Corporation (*i.e.*, a majority of the trustees in office) at a special meeting of the Board of Trustees of the Merged Corporation called for such purpose.

FOURTH: The Plan was approved and adopted as of July 25, 2003, by the requisite vote of the Board of Directors of the Merging Corporation (*i.e.*, a majority of the directors in office) at a special meeting of the Board of Directors of the Merging Corporation called for such purpose.

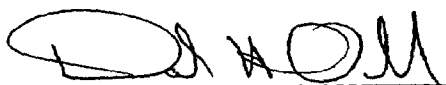
FIFTH: The Merged Corporation has no members and therefore approval of the Plan by members of the Merged Corporation is not required.

SIXTH: The Merging Corporation has no members and therefore approval of the Plan by members of the Merging Corporation is not required.

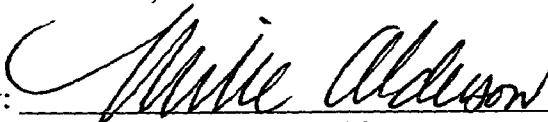
SEVENTH: The effective date of these Articles of Merger shall be August 1, 2003.

DATED: As of July 28, 2003.

CONSUMER CREDIT COUNSELING SERVICES OF
AMERICA, INC.

By: 
Daniel H. Oelrich, President

SOLUTIONS, A NONPROFIT CORPORATION

By: 
Mike Alderson, President

642759v4

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into as of July 28, 2003, by and between SOLUTIONS, A NONPROFIT CORPORATION, organized under the laws of the State of Washington ("Merged Corporation"), and CONSUMER CREDIT COUNSELING SERVICES OF AMERICA, INC., a nonstock corporation organized under the laws of the Commonwealth of Virginia ("Merging Corporation").

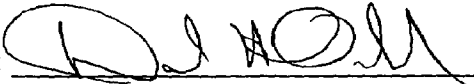
A. The Board of Directors of Merged Corporation, by resolution adopted by the requisite vote of the Trustees entitled to vote on July 22, 2003, and the Board of Directors of Merging Corporation, by resolution adopted by the requisite vote of the Directors entitled to vote on July 25, 2003, have approved the merger of Merged Corporation with and into Merging Corporation by a statutory merger upon the terms and conditions set forth in this Plan of Merger.

NOW THEREFORE, Merged Corporation and Merging Corporation agree as follows:


1. Merger. At the Effective Time (as defined below), Merged Corporation shall be merged with and into Merging Corporation (the "Merger") in accordance with the provisions of Article 11 of the Virginia Nonstock Corporation Act and Sections 24.03.185 *et seq.* of the Washington Nonprofit Corporation Act; Merging Corporation shall be and continue in existence as the surviving corporation of the Merger ("Surviving Corporation"); and the separate existence of Merged Corporation shall cease.
2. Effective Time. The effective date of the Merger shall be August 1, 2003 (the "Effective Time").
3. Articles of Incorporation. The Articles of Incorporation of Merging Corporation shall become the Articles of Incorporation of Surviving Corporation after the Effective Time until amended or repealed as provided by applicable law.

IN WITNESS WHEREOF, Merged Corporation and Merging Corporation have caused this Plan of Merger to be executed as of the day and year first above written.

CONSUMER CREDIT COUNSELING SERVICES OF
AMERICA, INC.

By: 
Daniel H. Oelrich, President

SOLUTIONS, A NONPROFIT CORPORATION

By: 
Mike Alderson, President

642759v4

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

August 1, 2003

The State Corporation Commission finds the accompanying articles submitted on behalf of

Consumer Credit Counseling Services of America, Inc.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

SOLUTIONS, A NONPROFIT CORPORATION (A WA
CORPORATION NOT QUALIFIED IN VA)

is merged into Consumer Credit Counseling Services of America, Inc., which continues to exist
under the laws of VIRGINIA with the name Consumer Credit Counseling Services of America,
Inc.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on August 1, 2003.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS0436
03-07-29-0081

TRADEMARK
REEL: 002805 FRAME: 0178

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the Certificate of Merger of Consumer Credit Counseling Services of America, Inc. issued August 01, 2003.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
August 6, 2003*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF MERGER

to

SOLUTIONS, A NONPROFIT CORPORATION

a Washington Non Profit Corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

Merged into **CONSUMER CREDIT COUNSELING SERVICES OF AMERICA, INC.**
DBA CONSUMER CREDIT COUNSELING SERVICES OF AMERICA,
a Virginia corporation, qualified in Washington

UBI Number: 601 141 791

Date: August 1, 2003
Effective Date:



Given under my hand and
the Seal of the State of
Washington at Olympia,
the State Capital

Sam Reed, Secretary of State