

12-29-2003

HEET
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Docket No.:

42328.98R078

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To the Director of the United States Pat

102633853

attached original documents or copy thereof.

1. Name of conveying party(ies):

LifeMark Associates, Inc.

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: 04/30/2003

2. Name and address of receiving party(ies):

Name: LifeMark Partners, Inc.

Internal Address: Suite 605

Street Address: 301 North Charles Street

City: Baltimore State: MD ZIP: 21201

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,172,133

Additional numbers Yes No

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

Name: Ronald S. Kareken

Internal Address: Jaeckle Fleischmann & Mugal, LLP

Street Address: 39 State Street

12/24/2003 ECDOPER 00000262 100223 2172133

01 FC:8521 40.00 DA

City: Rochester State: NY ZIP: 14614

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:

10-0223

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.

Ronald S. Kareken

Name of Person Signing

Signature

12/19/03

Date

Total number of pages including cover sheet, attachments, and

10

Mail documents to be recorded with required cover sheet information to:
Mail Stop Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 002886 FRAME: 0256

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Effective
4/30/03
at 500pm

2003 APR 20 A 10:20

ARTICLES OF MERGER

Pursuant to Section 3-109 of the Code of Maryland, the undersigned certify the following:

1. LifeMark Associates, Inc., a Nevada corporation ("LMA"), and its wholly owned subsidiary, LifeMark Partners, Inc., a Maryland corporation ("LMP"), agree that LMA shall be merged into LMP, with LMP as the surviving corporation.

2. LMP shall survive the merger and shall continue under the name LifeMark Partners, Inc. LMA shall cease to exist following the consummation of the merger.

3. LMP was incorporated in Maryland on June 13, 2000 under Title 2 of the Corporations and Associations Article of the Code of Maryland. LMA was incorporated in Nevada on December 16, 1992 under Chapter 78 of the Nevada Revised Statutes, which corporation is not qualified to do business in the State of Maryland and does not own an interest in land located in the State of Maryland.

4. The location of LMP's principal office in the State of Maryland is: 301 North Charles Street, Suite 605, Baltimore, Maryland 21201. Such principal office is located in Baltimore City.

5. As to LifeMark Partners, Inc., the terms and conditions of the merger as set forth in the Plan and Agreement of Merger (the "Plan") attached hereto as Exhibit A and these Articles of Merger were advised, authorized and approved by a majority vote of the Board of Directors of LMP at a meeting duly called and held on February 19, 2003, pursuant to Section 3-106 of the Corporations and Associations Article of the Code of Maryland. Approval by the Shareholder of LMP is not required pursuant to Section 3-106.

6. As to LifeMark Associates, Inc., the terms and conditions of the merger as set forth in these Articles of Merger were advised, authorized, and approved by (i) a majority vote of the Board of Directors of LMA at a meeting duly called and held on February 21, 2003, pursuant to Section 92A.180 of the Nevada Revised Statutes and Article III, Section 7 of the By-Laws of LMA; and (ii) a vote of 2/3rds of the voting power of the Shareholders at a meeting duly called and held on April 10, 2003, pursuant to Section 92A.120 of the Nevada Revised Statutes and Article IX of the By-Laws of LMA.

7. The total number of Shares of all classes of stock which LMA has authority to issue is 25,000 shares of common stock, par value \$0.01 per share. There are 16,000 shares of common stock of LMA issued and outstanding.

8. The total number of shares of all classes of stock which LMP has authority to issue is 1,000,000 shares of common stock, par value \$0.01 per share. There are 100 shares of common stock of LMP issued and outstanding.

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9. The manner and basis of converting the shares of LMA into shares of LMP are as follows:

(A) Each issued and outstanding share of common stock of LMA, par value \$0.01 per share, (each an "LMA Share", collectively the "LMA Shares") as of the Effective Date (as defined herein), other than such shares owned by holders who have duly exercised and perfected any dissenters' rights to which they are entitled under Nevada law, shall be converted by virtue of the Merger and without any action on the part of the holder thereof into one share of common stock of LMP, par value \$0.01 per share. Notwithstanding the foregoing, at its option LMP may issue new stock certificates representing the number of shares of LMP into which such holder's LMA shares have been converted pursuant to this Plan and deliver such new certificates upon surrender and delivery to LMP of such holder's certificates representing the common stock of LMA previously owned by such holder.

(B) If any holder of LMA Shares who demands appraisal of such holder's LMA shares pursuant to Nevada law withdraws or loses (through failure to perfect or otherwise) such holders right of appraisal, the LMA Shares of such holder shall be converted into shares of LMP in accordance with this Section.

(C) Each issued and outstanding share of common stock of LMP held by LMA as of the Effective Date shall be cancelled and extinguished as a result of the cessation of existence of LMA.

10. The following amendments to the charter of LMP are to be effected as part of the merger: NONE.

11. The Board of Directors and Officers of LMP in office as of the Effective Date shall continue to serve in their respective positions until their successors have been duly appointed and shall have qualified.

12. The Effective Date of the merger shall be the close of business on April 30, 2003.

[SIGNATURE PAGE TO FOLLOW.]

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be signed by their respective officers thereunto duly authorized as of the 22 day of April, 2003.

[SEAL]

Attest:

By: Malcolm Sklar
Malcolm Sklar, Treasurer

LIFEMARK ASSOCIATES, INC., a
Nevada corporation

By: Barbara Crowley
Barbara Crowley, Chairperson/President

^{No}
[SEAL]

Attest:

By: Barbara Crowley
Barbara Crowley, Secretary

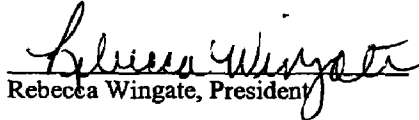
LIFEMARK PARTNERS, INC., a
Maryland corporation

By: Rebecca Wingate
Rebecca Wingate, President

THE UNDERSIGNED, BARBARA CROWLEY, Chairperson of LifeMark Associates, Inc., a Nevada corporation, who executed on behalf of said corporation the foregoing Articles of Merger, hereby acknowledges, in the name of and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information, and belief, the matters and the facts set forth therein with respect to the approval thereof are true in all material respects, under penalties of perjury.


Barbara Crowley, Chairperson/President

THE UNDERSIGNED, REBECCA WINGATE, President of LifeMark Partners, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger, hereby acknowledges, in the name of and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information, and belief, the matters and the facts set forth therein with respect to the approval thereof are true in all material respects, under penalties of perjury.


Rebecca Wingate, President

STATE OF MARYLAND)
)SS.
COUNTY OF BALTIMORE)

On April 21, 2003, personally appeared before me, a Notary Public, REBECCA WINGATE, the President of LifeMark Partners, Inc., a Maryland corporation, who acknowledged that she executed the Articles of Merger on behalf of LifeMark Partners, Inc., a Maryland corporation.

My commission expires: 11-02-06

Evig Duminski
Notary Public

Notary Stamp or Seal: *My Commission Expires November 02, 2006*

STATE OF IOWA)
)SS
POIK COUNTY OF WEST DES MOINES)

On April 15, 2003, personally appeared before me, a Notary Public, BARBARA CROWLEY, the Secretary of LifeMark Partners, Inc., a Maryland corporation, who acknowledged that she executed the Articles of Merger on behalf of LifeMark Partners, Inc., a Maryland corporation.

My commission expires: 8-22-05

Jerolyn K. Webb
Notary Public

Notary Stamp or Seal:



STATE OF IOWA)
)SS
polk COUNTY OF WEST DES MOINES)

On April 15, 2003, personally appeared before me, a Notary Public, BARBARA CROWLEY, the Chairperson/President of LifeMark Associates, Inc., a Nevada corporation, who acknowledged that she executed the Articles of Merger on behalf of LifeMark Associates, Inc., a Nevada corporation.

My commission expires: 8-22-05

Jerolyn K. Webb
Notary Public

Notary Stamp or Seal:



STATE OF CONNECTICUT)
)SS
COUNTY OF FAIRFIELD)

On April 17, 2003, personally appeared before me, a Notary Public, MALCOLM SKLAR, the Treasurer of LifeMark Associates, Inc., a Nevada corporation, who acknowledged that he executed the Articles of Merger on behalf of LifeMark Associates, Inc., a Nevada corporation.

My commission expires: SEPTEMBER 30, 2005

Wanda J. Riva
Notary Public

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Plan"), is made and entered into as of this _____ day of April, 2003, by and between LifeMark Associates, Inc., a Nevada corporation ("LMA") and its wholly-owned subsidiary, LifeMark Partners, Inc., a Maryland corporation ("LMP").

Pursuant to the provisions of Sections 92A.180, *et seq.*, of the Nevada Revised Statutes and Sections 3-105, *et seq.*, of the Code of Maryland, this Plan provides for the merger of LMA into LMP (the "Merger"), with LMP as the surviving corporation, as follows:

FIRST: The name, address, and jurisdiction of organization and governing law of each constituent entity are as follows:

- (A) LifeMark Associates, Inc.
4546 Corporate Drive #155
West Des Moines, Iowa 50266

LMA was incorporated on December 16, 1992 under the laws of the State of Nevada.

- (B) LifeMark Partners, Inc.
301 North Charles Street, Suite 605
Baltimore, Maryland 21201

LMP was incorporated on June 13, 2000 under the laws of the State of Maryland.

SECOND: The name, address, and jurisdiction of organization and governing law of the surviving corporation are as follows:

LifeMark Partners, Inc.
301 North Charles Street, Suite 605
Baltimore, Maryland 21201

LMP was incorporated on June 13, 2000 under the laws of the State of Maryland.

THIRD: On the Effective Date (as defined herein) LMA shall be merged into LMP, and LMP shall be the surviving corporation.

FOURTH: Following the Effective Date, (i) the charter and By-Laws of LMP shall remain in effect until amended as provided by law; and (ii) the Board of Directors and Officers of LMP in office as of the Effective Date shall continue to serve in their respective positions until their successors have been duly appointed and shall have qualified.

FIFTH: The manner and basis of converting the shares of LMA into shares of LMP are as follows:

(A) Each issued and outstanding share of common stock of LMA, par value \$0.01 per share (each an "LMA Share", collectively the "LMA Shares") as of the Effective Date, other than such shares owned by holders who have duly exercised and perfected any dissenters' rights to which they are entitled under Nevada law, shall be converted by virtue of the Merger and without any action on the part of the holder thereof, into one share of common stock of LMP, par value \$0.01 per share. Notwithstanding the foregoing, at its option LMP may issue new stock certificates representing the number of shares of LMP into which such holder's LMA shares have been converted pursuant to this Plan and deliver such new certificates upon surrender and delivery to LMP of such holder's certificates representing the common stock of LMA previously owned by such holder.

(B) If any holder of LMA Shares who demands appraisal of such holder's LMA Shares pursuant to Nevada law withdraws or loses (through failure to perfect or otherwise) such holder's right of appraisal, the LMA Shares of such holder shall be converted into shares of LMP in accordance with this Section.

(C) Each issued and outstanding share of common stock of LMP held by LMA as of the Effective Date shall be cancelled and extinguished as a result of the cessation of existence of LMA.

SIXTH: The Effective Date of the Merger shall be the close of business on: April 30, 2003.

SEVENTH: In the event more than fifteen percent (15%) of the voting power of all of the issued and outstanding shares of LMA are not voted in favor of the Plan, the Board of Directors of LMP, by majority vote, may (i) abandon this Plan after approval by the shareholders of LMA and at any time before the Articles of Merger are filed with the Nevada Secretary of State and the Maryland Department of Assessment and Taxation by delivering written notice thereof to the shareholders of LMA at least three (3) days prior to the Effective Date; or (ii) terminate this Plan after approval by the shareholders of LMA and after the Articles of Merger are filed with the Nevada Secretary of State and the Maryland Department of Assessment and Taxation but before the Effective Date by delivering written notice thereof to the shareholders of LMA at least three (3) days prior to the Effective Date and by filing Articles of Termination with the Nevada Secretary of State and the Maryland Department of Assessment and Taxation.

EIGHTH: When the Merger has become effective:

(A) LMP shall have all of the rights, privileges, immunities and powers and shall be subject to all of the duties and liabilities of LMA and shall possess all of the rights, privileges, immunities and franchises (of a public as well as of a private nature) of LMA.

(B) All property (real, personal and mixed), all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to LMA shall be

taken and deemed transferred to and vested in LMP without further act or deed, and the title to any real estate or any interest therein under the laws of the State of Nevada and the laws of the State of Maryland vested in LMP shall not revert or be in any way impaired by reason of such merger.

The Board of Directors and officers of each of LMA and LMP are authorized to execute any and all deeds, assignments and other documents of every nature that may be necessary or appropriate to effectuate any of the foregoing.

IN WITNESS WHEREOF, the parties have caused this Plan to be signed by their respective officers thereunto duly authorized as of the date first above written.

[SEAL]

LIFEMARK ASSOCIATES, INC., a Nevada corporation

Attest:

By: Malcolm Sklar
Malcolm Sklar, Treasurer

By: Barbara Crowley Chair
Barbara Crowley, Chairperson/President

NO [SEAL]

LIFEMARK PARTNERS, INC., a Maryland corporation

Attest:

By: Barbara Crowley Sec
Barbara Crowley, Secretary

By: Rebecca Wingate
Rebecca Wingate, President

STATE OF MARYLAND
DEPT OF ASSESSMENTS AND TAXATION
CUST ID: 0001109962
WORK ORDER: 0000731324
DATE: 04-24-2003 07:21 PM
AMT. PAID: \$70.00