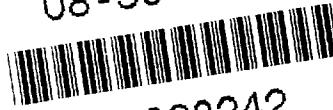


08-30-2001



101828242

To The Honorable Commissioner of Patents

to be recorded the attached original documents or copy thereof.

1. Name of conveying party(ies): **7-27-01**
L & P Property Management Company

- Individual(s)
- General Partnership
- Corporation--State of Illinois
- 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: December 23, 1996.

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

Name: L & P Property Management Company

Street Address: 4095 Firestone Blvd.

City: South Gate State: CA Zip: 90280

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

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

A. Trademark Application No(s):

B. Trademark Registration No(s): 1,184,458

Additional numbers attached? Yes No

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

Name: Scott B. Strohm

Internal Address: Shook, Hardy & Bacon L.L.P.
One Kansas City Place

Street Address: 1200 Main Street

City: Kansas City

State: Missouri

Zip: 64105-2118

6. Total number of applications and registrations involved 1

7. Total fee (37 CFR 3.41) \$40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No.: 19-2112

(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.

Scott B. Strohm

8/22/01

Name of person signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Box Assignments, Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office,
Washington, D.C. 20231

08/30/2001 LMUELLER 00000085 1124458

01 FD:481

40.00 DP

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"L&P PROPERTY MANAGEMENT COMPANY", A ILLINOIS CORPORATION, WITH AND INTO "L&P/PMC-2, INC." UNDER THE NAME OF "L&P PROPERTY MANAGEMENT COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1996, AT 10 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2696457 8100M

960382333

AUTHENTICATION: 8292527

DATE: 01-21-97

TRADEMARK

REEL: 002358 FRAME: 0649

CERTIFICATE OF MERGER

OF

L&P PROPERTY MANAGEMENT COMPANY

INTO

L&P/PMC-2, INC.

The undersigned corporation, L&P/PMC-2, Inc.,

DOES HEREBY CERTIFY THAT:

FIRST: The constituent business corporations participating in the merger herein certified are L&P Property Management Company, which is incorporated under the laws of the State of Illinois, and L&P/PMC-2, Inc., which is incorporated under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: The name of the surviving corporation of the merger is L&P/PMC-2, Inc., which shall hereinwith be changed to L&P Property Management Company, a Delaware corporation.

FOURTH: The amendments or changes in the Certificate of Incorporation of L&P/PMC-2, Inc., a Delaware corporation, which is the surviving corporation, that are to effected by the merger are as follows:

Article 1 is hereby amended to read as follows:

"The name of the Corporation is L&P Property Management Company."

FIFTH: The executed Agreement and Plan of Merger is on file at the principle place of business of the surviving corporation, the address of which is 4095 Firestone Blvd., South Gate, CA, 90280.

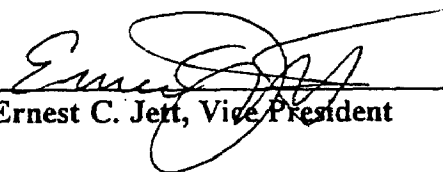
SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of L&P Property Management Company, an Illinois corporation, which is the only constituent corporation which is not a corporation of Delaware consists of 3,000 shares of common stock, \$1.00 par value.

EIGHTH: This Certificate of Merger shall be effective on December 31, 1996.

Dated: December 23rd, 1996.

L&P/PMC-2, INC.

By 
Ernest C. Jett, Vice President

3~subsidiaries/lppmc/certificate of merger