

02-04-2002
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JAN 18 2002

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New *1.18.02*

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year
09/26/01

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Association

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

02/01/2002 LMUELLER 00000040 76282292

01 FC:481 40.00 OP

02 FC:482 200.00 OP

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02/01/2002
Refund Total: \$120.00

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="76/282,292"/>	<input type="text" value="76/273,258"/>	<input type="text"/>	<input type="text" value="2,100,212"/>	<input type="text" value="2,362,939"/>	<input type="text"/>
<input type="text" value="76/283,291"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,490,191"/>	<input type="text" value="2,441,577"/>	<input type="text"/>
<input type="text" value="76/271,103"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,206,076"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Deborah K. Henscheid

Deborah K. Henscheid

11/6/01

Name of Person Signing

Signature

Date Signed

AZ. CORP. COMMISSION
DELIVERED

OCT 01 2001

FILED BY Jany Taylor
TERM _____
DATE 10/01/01

ARTICLES OF MERGER
OF
PEBBLE TECH (HOLDINGS) INC. 0787513-9
INTO
Q.I. CORP. 0212526-6

The undersigned corporations adopt the following Articles of Merger for the purpose of merging Pebble Tech (Holdings) Inc., an Arizona corporation ("Merging Corporation"), into Q.I. Corp., an Arizona corporation ("Surviving Corporation"). The Merging Corporation and the Surviving Corporation shall hereinafter be referred to collectively as the "Constituent Corporations."

FIRST: The merger shall be effected pursuant to the terms of the Plan of Merger (the "Plan of Merger") attached hereto as Exhibit A.

SECOND: The names of the Constituent Corporations and their respective jurisdictions of incorporation are:

<u>Name of Corporation</u>	<u>Jurisdiction of Incorporation</u>
Pebble Tech (Holdings) Inc.	Arizona
Q. I. Corp.	Arizona


THIRD: The Surviving Corporation is authorized to transact business in the State of Arizona. The name and address of the known place of business of the Surviving Corporation in the jurisdiction in which it is domiciled is Q.I. Corp., 7950 E. Acoma, #105, Scottsdale, Arizona 85260.

FOURTH: The name and address of the statutory agent of the Surviving Corporation in the State of Arizona is L. Ronald Perkins, 7950 E. Acoma, #105, Scottsdale, Arizona 85260.

FIFTH: The approval of the shareholders of the Constituent Corporations is not required pursuant to A.R.S. § 10-1104(A).

IN WITNESS WHEREOF, the parties to the merger have caused these Articles of Merger to be executed in their respective corporate names by their duly authorized officers as of September 26, 2001.

PEBBLE TECH (HOLDINGS) INC., an
Arizona corporation

By: 
Its: Vice President

Q.I. CORP., an Arizona corporation

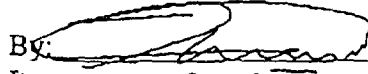
By: 
Its: Vice President

Exhibit A

PLAN OF MERGER

1. Q.I. CORP., an Arizona corporation and owner of all of the outstanding shares of PEBBLE TECH (HOLDINGS) INC., an Arizona corporation, hereby merges PEBBLE TECH (HOLDINGS) INC. into Q.I. CORP. pursuant to the provisions of Title 10 of the Arizona Revised Statutes.


2. The separate existence of PEBBLE TECH (HOLDINGS) INC. shall cease upon the effective date of the merger pursuant to the provisions of Title 10 of the Arizona Revised Statutes, and Q.I. CORP. shall continue its existence pursuant to the provisions of Title 10 of the Arizona Revised Statutes.

3. Inasmuch as Q.I. CORP. owns all of the outstanding shares of PEBBLE TECH (HOLDINGS) INC., the issued shares of PEBBLE TECH (HOLDINGS) INC. shall not be converted into shares Q.I. CORP., and no securities, cash, property, or rights shall be issued, paid, delivered, or granted by Q.I. CORP. for said shares of Q.I. CORP., but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.


4. Q.I. CORP. shall assume all of the obligations of PEBBLE TECH (HOLDINGS) INC.

IN WITNESS WHEREOF, the parties to the merger have caused this Plan of Merger to be executed in their respective corporate names by their duly authorized officers as of September 26, 2001.

PEBBLE TECH (HOLDINGS) INC., an Arizona corporation

By: 
Its: Vice President

Q.I. CORP., an Arizona corporation

By: 
Its: Vice President