

FORM PTO-1618A

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

OMB 0651-0027

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
 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
Effective Date: _____
Month Day Year
 Merger
 Change of Name
 Other _____

Conveying Party

_____ Mark if additional names of conveying parties attached

Name: Life USA Holding, Inc.

Execution Date: June 21, 2000

Formerly _____

Individual General Partnership Limited Partnership
 Corporation Association
 Other _____

Citizenship/State of Incorporation/Organization Minnesota Corporation

Receiving Party

_____ Mark if additional names of conveying parties attached

Name: LifeUSA Insurance Company

DBA/AKA/TA _____

Composed of _____

Address (line 1) 300 South Highway 169

Address (line 2) Minneapolis, Minnesota 55426

Address (line 3) _____

City

State/Country

Zip Code

Individual General Partnership Limited Partnership
 Corporation Association
 Other _____

State of Incorporation/Organization: Minnesota

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).

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:

Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

700002808

TRADEMARK

REEL: 002147 FRAME: 0710

FORM PTO-1618B

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

OMB 0651-0027

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name N/A
Address (line 1) _____
Address (line 2) _____
Address (line 3) _____
Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number: 612 373-6908

Name Frank S. Farrell
Address (line 1) SCHWEGMAN, LUNDBERG, WOESSNER & KLUTH, P.A.
Address (line 2) 1600 TCF Tower
Address (line 3) 121 South Eighth Street
Address (line 4) Minneapolis, MN/US 55402

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 6

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)
75/758,094	1,499,898
75/753,444	1,498,937
75/674,140	1,839,596
75/625,514	1,757,195
75/587,761	1,733,566
75/587,138	1,731,566
75/627,997	
75/627,987	
76/014,485	
78/001,394	
78/007,049	

Number of Properties Enter the total number of properties involved. 17

FORM PTO-1618C

OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 440.00

Method of Payment:

Enclosed

Deposit Account X

Deposit Account

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

Deposit Account Number: # 19-0743

Authorization to charge additional fees: Yes X 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.

Gillian Uecker Rosenquist
Name of Person Signing


Signature

9 Nov 2000
Date Signed

#342767.wpd

30379-AA

**ARTICLES OF MERGER
BY AND BETWEEN
LIFE USA HOLDING, INC. AND LIFEUSA INSURANCE COMPANY**

THE UNDERSIGNED, Robert W. MacDonald, the Chairman and Chief Executive Officer of LIFE USA HOLDING, INC., a corporation organized under Chapter 302A, Minnesota Statutes, ("LUSA"), and Margery G. Hughes, President and Suzanne Pepin, Secretary of LifeUSA INSURANCE COMPANY, a stock life insurance company organized under Chapter 300, Minnesota Statutes ("LifeUSA Insurance"), hereby certify as follows:

1. Attached hereto as Exhibit A is the Plan of Merger (the "Plan of Merger") providing for the merger of LUSA with and into LifeUSA Insurance (the "Merger"). The Plan of Merger has been adopted by the board of directors of each of LUSA and LifeUSA Insurance, and the Merger has been approved by the board of directors of Allianz Life Insurance Company of North America, a Minnesota corporation and the sole shareholder of LUSA. As provided in the Plan of Merger, LifeUSA Insurance shall continue as the surviving corporation under the corporate name it possesses immediately prior to the effective time of the Merger.


2. The Plan of Merger has been approved by LUSA pursuant to Chapter 302A, Minnesota Statutes and the Plan of Merger has been approved by LifeUSA Insurance pursuant to Chapter 300 Minnesota Statutes.

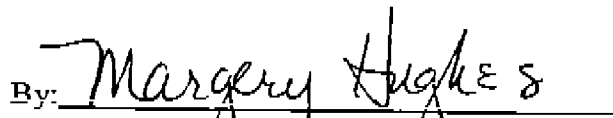
3. These Articles of Merger shall be submitted to the Department of Commerce for approval and filing in the office of the Commissioner of Commerce and, following certification by the Commissioner of Commerce, shall be filed in the office of the Secretary of State of the State of Minnesota. The Merger shall become effective on June 30, 2000.

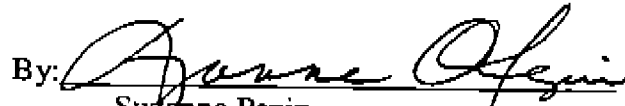
IN WITNESS WHEREOF the undersigned have duly executed this document for and on behalf of their respective corporations as of June 12, 2000.

LIFE USA HOLDING, INC.

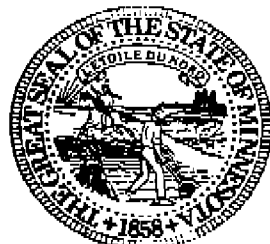
LIFEUSA INSURANCE COMPANY

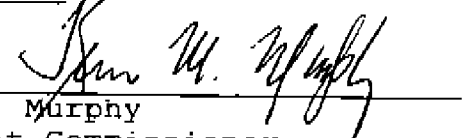
By: 
Robert W. MacDonald
Chairman and Chief Executive Officer

By: 
Margery G. Hughes
President

By: 
Suzanne Pepin
Secretary

The above Articles of Merger and attached Plan of Merger are hereby approved this 12th day of June, 2000.




Kevin M. Murphy
Assistant Commissioner

**Exhibit A to
Articles of Merger**

PLAN OF MERGER

The respective boards of directors of Life USA Holding, Inc., a corporation organized under Chapter 302A Minnesota Statutes ("LUSA") and LifeUSA Insurance Company, a corporation organized under Chapter 300, Minnesota Statutes ("LifeUSA Insurance"), have, by resolutions duly adopted, approved the following provisions of this Plan of Merger (the "Plan of Merger") as required by Chapters 300 and 302A, Minnesota Statutes ("Applicable Law"), in connection with the Merger as herein described (the "Merger"). LUSA and LifeUSA Insurance are sometimes collectively referred to as the "Constituent Corporations."

SECTION 1.01. The Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the Applicable Law, at the Effective Time (as defined in Section 1.02), LUSA shall be merged with and into LifeUSA Insurance. As a result of the Merger, the separate corporate existence of LUSA shall cease and LifeUSA Insurance shall continue as the surviving corporation of the Merger (the "Surviving Corporation").

SECTION 1.02. Effective Time. The parties hereto shall cause the Merger to be consummated by filing Articles of Merger (the "Articles of Merger") with the Department of Commerce and the Secretary of State of the State of Minnesota, in such form as required by, and executed in accordance with the relevant provisions of Applicable Law. The parties to this Plan of Merger will cause Articles of Merger to be executed, delivered and filed with the Department of Commerce and the Secretary of State of the State of Minnesota in accordance with Applicable Law. The Merger shall become effective as of June 30, 2000 (the "Effective Time").

SECTION 1.03. Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in Sections 60A.16, subd. 4 and 302A.641, Minnesota Statutes. Without limiting the generality of the foregoing and subject thereto, at the Effective Time, except as otherwise provided herein, all the property, rights, privileges, powers and franchises of LUSA and LifeUSA Insurance shall vest in the Surviving Corporation and all debts, liabilities and duties of LUSA and LifeUSA Insurance shall become the debts, liabilities and duties of the Surviving Corporation.

SECTION 1.04. Articles of Incorporation and Bylaws. At the Effective Time, the Articles of Incorporation of LifeUSA Insurance, as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law. At the Effective Time, the By-Laws of LifeUSA Insurance, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation until thereafter changed or amended as provided therein or by Applicable Law.

SECTION 1.05. Directors and Officers. The directors and officers of LifeUSA Insurance at the Effective Time of the Merger shall be the directors and officers of the Surviving

Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

SECTION 1.06. Conversion of Securities. As of the Effective Time, each share of common stock of LifeUSA Insurance issued and outstanding at the time of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, continue as one share of common stock of the Surviving Corporation. Each share of common stock of LUSA issued and outstanding at the time of the Merger shall be automatically retired and cancelled.

SECTION 1.07. Governing Law. This Plan of Merger shall be governed by the laws of the State of Minnesota.

STATE OF MINNESOTA
DEPARTMENT OF COMMERCE
I hereby certify that this is a true
and complete copy of the document as
filed for record in this office.

Dated 6-22-2000
Commissioner of Commerce

By: [Signature]

STATE OF MINNESOTA
FILED

JUN 22 2000

[Signature]
Secretary of State *M*