

12-11-2001



OCT 29

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

101958271 TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): WizardWare, Group, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: WizardWorks Group, Inc. Internal Address: 2155 Niagra Lane North Street Address: Suite # 150 City: Plymouth State: MN Zip: 55447 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Minnesota 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date:

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1930543 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Doreen Small, Esq. Internal Address: Street Address: Infogrames, Inc. 417 Fifth Avenue City: NY State: NY Zip: 10016

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: 500741 (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. Doreen Small Name of Person Signing Signature Date October 29, 2001

Total number of pages, including cover sheet, attachments, and document: 6

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

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**State of Minnesota****SECRETARY OF STATE****CERTIFICATE OF MERGER**

I, Joan Anderson Growe, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

**Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A**

**State of Formation and Names of Merging Entities:**

MN: WIZARDWARE GROUP, INC.  
MN: PROMOTIONAL SOFTWARE GROUP, INC.  
MN: ARMSTRONG-OLSON, INC.

**State of Formation and Name of Surviving Entity:**

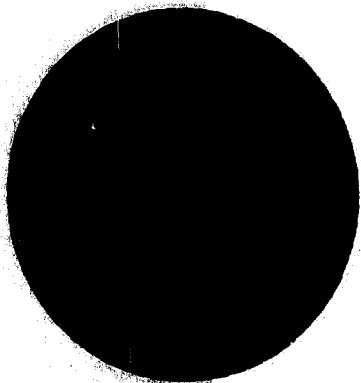
MN: ARMSTRONG-OLSON, INC.

**Effective Date of Merger: May 10, 1996**

**Name of Surviving Entity After Effective Date of Merger:**

WIZARDWORKS GROUP, INC.

**This certificate has been issued on: May 10, 1996.**



*Joan Anderson Growe*  
Secretary of State.

35-387

ARTICLES OF MERGER  
OF  
WIZARDWARE GROUP INC.  
AND  
PROMOTIONAL SOFTWARE GROUP, INC.  
WITH AND INTO  
ARMSTRONG-OLSON, INC.

1. Attached hereto as Exhibit A is the Agreement and Plan of Merger for the merger of WizardWare Group Inc., a Minnesota corporation, and Promotional Software Group, Inc., a Minnesota corporation, with and into Armstrong-Olson, Inc., a Minnesota corporation.
2. The Plan has been approved by Armstrong-Olson, Inc., WizardWare Group Inc. and Promotional Software Group, Inc. pursuant to the Minnesota Business Corporation Act.

IN WITNESS WHEREOF, the undersigned corporations have executed this document as of 12/21/95.

ARMSTRONG-OLSON, INC

By W. Terry Olson  
Its President

WIZARDWARE GROUP INC.

By [Signature]  
Its Exec. Vice President

PROMOTIONAL SOFTWARE  
GROUP, INC.

By [Signature]  
Its [Signature]

006676

**AGREEMENT  
AND  
PLAN OF MERGER**

Pursuant to the Minnesota Business Corporation Act, Armstrong-Olson, Inc., a Minnesota corporation ("Armstrong-Olson"), WizardWare Group Inc., a Minnesota corporation ("WizardWare"), and Promotional Software Group, Inc., a Minnesota corporation ("PSG"), hereby agree to merge WizardWare and PSG with and into Armstrong-Olson pursuant to the following terms:

1. Merging Corporations. The names of the corporations proposing to merge are Armstrong-Olson, Inc., WizardWare Group Inc. and Promotional Software Group, Inc.
2. Surviving Corporation. The name of the surviving corporation is Armstrong-Olson, Inc.
3. Articles of Incorporation; Amendments. The Articles of Incorporation of Armstrong-Olson shall be the Articles of Incorporation of the surviving corporation, provided that such Articles of Incorporation shall be amended in the following two respects:

- a. Name Change. Article I is hereby amended to read as follows:

ARTICLE I

The name of this corporation shall be "WizardWorks Group Inc." jc ✓

- b. Authorized Shares. The first sentence of Article VII of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE VII

The total authorized capital stock of this corporation shall consist of 100,000 shares of common stock having a par value of \$1.00 per share. ✓

4. Conversion of Shares. Upon the effectiveness of the merger, each outstanding share of capital stock of Armstrong-Olson shall remain an outstanding share of capital stock of the surviving corporation and shall not be affected by the merger; each outstanding share of capital stock of WizardWare held by Armstrong-Olson shall be canceled; each outstanding share of capital stock of WizardWare not held by Armstrong-Olson shall be

converted into and exchanged for 5 shares of the surviving corporation; and each outstanding share of capital stock of PSG shall be converted into and exchanged for 12.5 shares of the surviving corporation.

- 5. **Bylaws.** The Bylaws of Armstrong-Olson shall be the Bylaws of the surviving corporation.
- 6. **Directors.** The Directors of the surviving corporation shall be Robert J. Armstrong, W. Terry Olson and Paul D. Rinde.
- 7. **Officers.** The Officers of the surviving corporation shall be Robert J. Armstrong-President and Treasurer, Paul D. Rinde - Vice President and Secretary, and W. Terry Olson as Vice President.
- 8. **Effective Date.** The merger shall be effective when Articles of Merger are filed with the Minnesota Secretary of State.
- 9. **Further Assurances.** If, after the merger, the surviving corporation shall be advised that further assignments, deeds or assurances are desirable to vest in the surviving corporation any property of WizardWare or PSG, the proper officers of each corporation shall execute all proper assignments, deeds or assurances and do all other things necessary and proper to vest title to such property in the surviving corporation.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of April 29<sup>th</sup>, 1995.

ARMSTRONG-OLSON, INC.

By W. Terry Olson  
Its President

WIZARDWARE GROUP INC.

By Paul D. Rinde  
Its Vice President

PROMOTIONAL SOFTWARE GROUP, INC.

By [Signature]  
Its [Title]

Conversion of Shares in Merger

	<u>Current Shares</u>	<u>Effect of Merger</u>	<u>Shares After Merger</u>
A/O	Bob 5,000	no effect	5,000
	Terry 2,500	no effect	2,500
WW:	A/O 1,000	cancelled	-0-
	Paul 1,000	x5	5,000
PSG:	Bob 500	x12.5	6,250
	Paul 500	x12.5	6,250

End Result: Terry: 2,500 shares = 10%  
 Bob: 11.250 shares = 45%  
 Paul: 11,250 shares = 45%  
 25,000

STATE OF MINNESOTA  
 DEPARTMENT OF STATE  
 FILED

MAY 10 1996

*James Anderson*

Secretary of State

**STATE OF MINNESOTA**

DEPARTMENT OF STATE

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

DATED 10-23-01

*Mary Hoffmeyer*

Secretary of State



By

*Shawn Nelson*

RECORDED: 10/29/2001

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