

08-21-2002

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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T U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

102197276

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

WRD 8-16-02

1. Name of conveying party(ies):  
SALES AND MARKETING GROUP, L.L.C.  
 Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State  
 Other Limited Liability Company (DE)  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: MOSAIC SALES SOLUTIONS (I) INC.  
Internal  
Address: \_\_\_\_\_  
Street Address: 15375 Barranca Pkwy. A-205  
City: Irvine, State: CA Zip: 92618  
 Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State 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

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
Execution Date: June 3, 2002

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s) \_\_\_\_\_  
B. Trademark Registration No.(s) 2,408,661  
Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Heather E. Balmat  
Internal Address: Testa, Hurwitz & Thibeault, LLP  
Street Address: 125 High Street,  
High Street Tower  
City: Boston, State: MA Zip: 02110

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: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.  
08/20/2002 DBYRNE 00000018 2408661  
01 FC:481 Heather E. Balmat 40.00 DP  
Name of Person Signing

Heather E. Balmat 8/16/02  
Signature Date

11

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

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

TRADEMARK  
REEL: 002566 FRAME: 0287

# Delaware

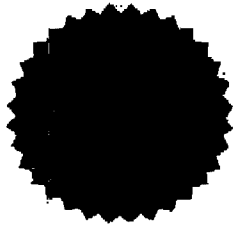
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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:

"SALES AND MARKETING GROUP, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "S & MG MARKETING (U.S.) LTD." UNDER THE NAME OF "S & MG MARKETING (U.S.) LTD.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 12 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2587008 B100M

AUTHENTICATION: 1884006

020452124

DATE: 07-15-02

TRADEMARK  
REEL: 002566 FRAME: 0288

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:00 PM 12/30/1999  
991569184 - 2587008

**CERTIFICATE OF MERGER**

**FOR THE MERGER**

**OF**

**Sales and Marketing Group, L.L.C.**  
(a Delaware Limited Liability company)

**WITH AND INTO**

**S & MG Marketing (U.S.) Ltd.**  
(a Delaware corporation)  
\*\*\*\*\*

Pursuant to Section 264 of the General Corporation Law of the State of Delaware (the "Delaware Law"), S & MG Marketing (U.S.) Ltd., a corporation organized and existing under and by virtue of the Delaware Law and the surviving corporation in the merger contemplated herein (sometimes referred to herein as "S&MG Ltd." or the "Surviving Corporation"), DOES HEREBY CERTIFY:

**FIRST.** That the name and state of incorporation or formation, as applicable, of each of the constituent entities of the merger is as follows:

<b>NAME</b>	<b>STATE OF INCORPORATION/FORMATION</b>
S & MG Marketing (U.S.) Ltd. ("S&MG Ltd.")	Delaware
Sales and Marketing Group, L.L.C. ("S&MG LLC")	Delaware

**SECOND.** That an Agreement and Plan of Merger (referred to herein as the "Merger Agreement"), dated as of December 27, 1999, by and between S&MG Ltd. and S&MG LLC acting forth the terms and conditions of the merger of S&MG LLC with and into S&MG Ltd. has been approved, adopted, certified, examined and acknowledged by

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each of the constituent corporations in accordance with the requirements of subsection (c) of Section 257 of the Delaware Law.

**THIRD.** The name of the surviving corporation is "S & MG Marketing (U.S.) Ltd." (a Delaware corporation).

**FOURTH.** As part of the merger, the certificate of incorporation of S&MG Ltd. shall remain the certificate of incorporation of the surviving corporation.

**FIFTH.** That the executed Merger Agreement is on file at the principal place of business of S&MG Ltd., the surviving corporation. The address of the principal place of business of S&MG Ltd., as the surviving corporation, is 911 Main Street, Kansas City, Missouri 64105.

**SIXTH.** That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

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12-23-99 15:25 JAY GORDON

12-21-99 22:25 2882

P-04

IN WITNESS WHEREOF, S&MG Ltd., the Surviving Corporation, has caused this Certificate of Merger to be signed by its authorized officer, this 27th day of December, 1999, and such authorized officer acknowledges that such signature is made on behalf of the Surviving Corporation and that the facts stated herein are true and correct as of the date hereof.

S & MG Marketing (U.S.) Ltd.  
(A Delaware corporation)

By:   
Name: Jay Gordon  
Title: President

ATTEST

By: \_\_\_\_\_  
Name: Joanne Krupa  
Title: Secretary

Amco Ltd. - S&MG LLC Merger Certificate

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P-05

FROM CORPORATION TRUST-DOVER, DE 302-674-8340 (THU) 12:30:99 16:56/ST. 15:04/NO. 4260103594 P 10

12/29/99 09:44 FAX 617 246 7100

TESTA.MERWITRUSTE.MERADLT

01003

IN WITNESS WHEREOF, S&MG Ltd., the Surviving Corporation, has caused this Certificate of Merger to be signed by its authorized officer, this 27th day of December, 1999, and such authorized officer acknowledges that such signature is made on behalf of the Surviving Corporation and that the facts stated herein are true and correct as of the date hereof.

S & MG Marketing (U.S.) Ltd.  
(A Delaware Corporation)

By: \_\_\_\_\_  
Name: Jay Gordon  
Title: President

ATTEST

By: J. Krupa  
Name: Joanna Krupa  
Title: Secretary

REPRODUCTION OF THIS  
S&MG LTD. and S&MG LLC Merger Certificate

FROM CORPORATION TRUST-DOVER DE 302-674-8340 (THU) 12.30.99 16:57/ST. 15:04/NO. 4260103594 P 11

STATE OF DELAWARE  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 FILED 04:30 PM 12/30/1999  
 001001802 - 2919170

**CERTIFICATE OF MERGER**

**FOR THE MERGER**

**OF**

**S&MG Marketing (U.S.) Ltd.**  
**(a Delaware corporation)**

**WITH AND INTO**

**SMI Inc.**  
**(a Delaware corporation)**  
 \*\*\*\*\*

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "Delaware Law"), SMI Inc., a corporation organized and existing under and by virtue of the Delaware Law and the surviving corporation in the merger contemplated herein (sometimes referred to herein as "SMI" or the "Surviving Corporation"), DOES HEREBY CERTIFY:

**FIRST.** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
SMI Inc. ("SMI")	Delaware
S&MG Marketing (U.S.) Ltd. ("S&MG")	Delaware

**SECOND.** That an Agreement and Plan of Merger (referred to herein as the "Merger Agreement"), dated as of December 27, 1999, by and between SMI and S&MG setting forth the terms and conditions of the merger of S&MG with and into SMI has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the Delaware Law.

**THIRD.** The name of the surviving corporation is "SMI Inc." (a Delaware corporation).

**FOURTH.** As part of the merger, the certificate of incorporation of SMI Inc. shall remain the certificate of incorporation of the surviving corporation.

**FIFTH.** That the executed Merger Agreement is on file at the principal place of business of SMI, the surviving corporation. The address of the principal place of business of SMI, as the surviving corporation, is 15375 Barranca Parkway, Building 4, Irvine, CA 92618

**SIXTH.** That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH.** That the merger shall become effective on December 31<sup>st</sup>, 1999.

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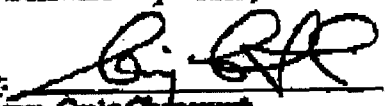
TESTA, NURMIZIA/THREAVULT

12/30/88 18:03 FAX 617 248 7100



IN WITNESS WHEREOF, SMI, the Surviving Corporation, has caused this Certificate of Merger to be signed by its authorized officer, this 27th day of December, 1999, and such authorized officer acknowledges that such signature is made on behalf of the Surviving Corporation and that the facts stated herein are true and correct as of the date hereof.

SMI Inc.  
(A Delaware corporation)

By:   
Name: Craig Chcnoweth  
Title: President

ATTEST

By:   
Name: Chris Becker  
Title: Secretary

# Delaware

PAGE 1

## The First State

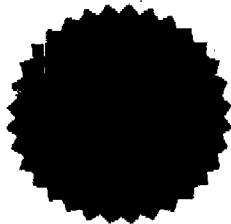
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE SAID "SMI INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SALES & MARKETING GROUP (U.S.) INC.", ON THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 4:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "SALES & MARKETING GROUP (U.S.) INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MOSAIC REAL SOLUTIONS, INC.", ON THE TENTH DAY OF JANUARY, A.D. 2001, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "MOSAIC REAL SOLUTIONS, INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MOSAIC RETAIL SOLUTIONS, INC.", ON THE SIXTEENTH DAY OF FEBRUARY, A.D. 2001, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "MOSAIC RETAIL SOLUTIONS, INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MOSAIC SALES SOLUTIONS (I) INC.", ON THE THIRD DAY OF JUNE, A.D. 2002, AT 12:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MOSAIC SALES SOLUTIONS (I) INC.", IS THE LAST KNOWN TITLE OF RECORD OF THE AFORESAID CORPORATION.



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020454635

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1885976

DATE: 07-16-02