

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Tab settings ⇔ ⇨ ⇩

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

1. Name of conveying party(ies):
The Structured Settlements Company, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: EPS Settlements Group, Inc.
 Internal Address: _____
 Address: _____
 Street Address: 7100 E. Bellevire Ave. #300 Greenwood
 City: Village State: CO Zip: 80111

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 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: January 1, 2000

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
1791875

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Cynthia R. Smith, Esq.
 Internal Address: _____
 Street Address: 1515 Arapahoe St.
Tower I, Suite 1000
 City: Denver State: CO Zip: 80202

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
501374

(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.

Cynthia R. Smith
 Name of Person Signing

Cynthia R. Smith
 Signature

10/08/03
 Date

Total number of pages including cover sheet, attachments, and document: 8

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

CH \$40.00 501374 1791875

State of California

SECRETARY OF STATE

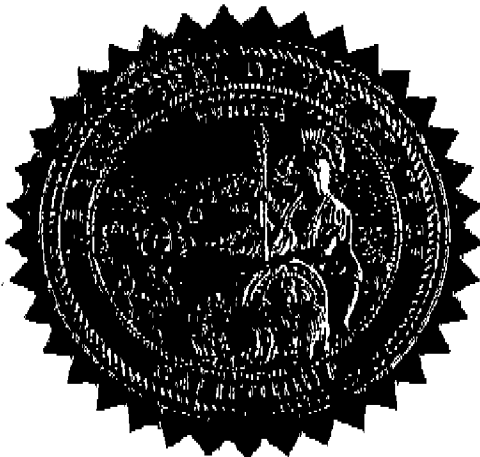
CERTIFICATE OF FILING

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the **26th day of December, 2000**, there was filed in this office an amendment changing the corporation name from **THE STRUCTURED SETTLEMENTS COMPANY, INC.**, a California corporation, to **EPS SETTLEMENTS GROUP, INC.**

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IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 5, 2001.



Bill Jones
BILL JONES
Secretary of State

pf

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ENDORSED - FILED
In the office of the Secretary of State
of the State of California

DEC 26 2000

BILL JONES, Secretary of State

AGREEMENT OF MERGER
AMONG
HINDERT & ASSOCIATES, INC.,
HINDERT AGENCY, INC.,
BENEFIT DESIGNS INTERNATIONAL, INC.,
BENEFIT DESIGNS, INC.
AND
THE STRUCTURED SETTLEMENTS COMPANY, INC.

THIS AGREEMENT OF MERGER (this "Agreement") is dated as of the 1st day of January, 2000 by and among Hindert & Associates, Inc., a Delaware corporation ("Hindert"), Hindert Agency, Inc., an Ohio corporation ("HAI"), Benefit Designs International, Inc., an Ohio corporation ("BDII"), and Benefit Designs, Inc., an Ohio corporation ("BDI"), (Hindert, HAI, BDII and BDI are collectively referred to herein as the "Hindert Group"), and The Structured Settlements Company, Inc., a California corporation ("TSSC" or the Surviving corporation). Hindert & Associates, Inc., Hindert Agency, Inc., Benefit Designs International, Inc., Benefit Designs, Inc., and The Structured Settlements Company, Inc. are collectively referred to herein as the "Constituent Corporations."

WHEREAS, HAI is a corporation duly organized and existing under the laws of the State of Ohio, with its principal office located at 7265 Kenwood Road, #315, Cincinnati, Ohio 45236;

WHEREAS, HAI has a capitalization of 750 authorized shares of common stock without par value and 40 shares of common stock issued and outstanding, all of which are owned by Hindert;

WHEREAS, BDII is a corporation duly organized and existing under the laws of the State of Ohio, with its principal office located at 7265 Kenwood Road, #315, Cincinnati, Ohio 45236;

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WHEREAS, BDI has a capitalization of 850 authorized shares of common stock without par value and 100 shares of common stock issued and outstanding, all of which are owned by Hindert;

WHEREAS, BDI is a corporation duly organized and existing under the laws of the State of Ohio, with its principal office located at 7265 Kenwood Road, #315, Cincinnati, Ohio 45236;

WHEREAS, BDI has a capitalization of 500 authorized shares of common stock without par value and 200 shares of common stock issued and outstanding, all of which are owned by Hindert;

WHEREAS, Hindert is a corporation duly organized and existing under the laws of the State of Delaware, with its principal office located at 7265 Kenwood Road, #315, Cincinnati, Ohio 45236;

WHEREAS, Hindert has a capitalization of 1,000 authorized shares of common stock without par value and 500 shares of common stock issued and outstanding, all of which are owned by Enterprise Profit Solutions Corporation, a Delaware corporation ("EPS");

WHEREAS, TSSC is a corporation duly organized and existing under the laws of the State of California, with its principal office located at 7100 E. Belleview Avenue, #300, Greenwood Village, Colorado 80111;

WHEREAS, TSSC has a capitalization of 10,000 authorized shares of common stock without par value and 300 shares of common stock issued and outstanding, all of which are owned by EPS;

WHEREAS, the members of the Hindert Group and TSSC have entered into this Agreement in accordance with Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), Section 1108 of the California Corporations Code (the "CCC") and Section 1701.79 of the General Corporation Law of the State of Ohio (the "Ohio Law") providing for the merger of the Hindert Group with and into TSSC (the "Merger"), which Agreement has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of the DGCL, the CCC and the Ohio Law;

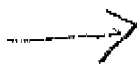
WHEREAS, the boards of directors of the Constituent Corporations deem it advisable and in the best interest of the Constituent Corporations and their shareholders that the Hindert Group be merged into TSSC under and pursuant to the terms and conditions hereinafter set forth, in order that the transaction qualify as a "reorganization" within the meaning of Sections 368(a)(1)(A) and 386(a)(1)(F) of the Internal Revenue Code of 1986, as amended;

WHEREAS, the laws of the State of California permit a merger of a corporation of another jurisdiction into a corporation of that jurisdiction; and

WHEREAS, the Agreement has been approved and adopted by the requisite percentages of the outstanding voting stock of the Constituent Corporations.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties agree as follows:

FIRST: On the Effective Date (as hereinafter defined), each member of the Hindert Group shall merge with and into TSSC; the corporate existence of TSSC shall continue; and the separate corporate existence of each member of the Hindert Group shall cease. The



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corporate identity, existence, purposes, franchises, powers, rights, and immunities of TSSC shall continue unaffected and unimpaired by the merger; and the corporate identity, existence, purposes, franchises, powers, rights, and immunities of each member of the Hindert Group shall be merged into TSSC which shall be fully vested therewith. TSSC shall be subject to all of the debts and liabilities of each member of the Hindert Group as if TSSC had itself incurred them and all rights of creditors and all liens upon the property of TSSC and each member of the Hindert Group shall be preserved unimpaired, provided that such liens, if any, upon the property of any member of the Hindert Group shall be limited to the property affected thereby immediately prior to the Effective Date.

SECOND: On the Effective Date, Article I of the articles of incorporation of TSSC shall be amended pursuant to Section 905 of the California Corporations Code by revoking said Article I and adding a new Article I which reads in its entirety as follows:

"I.

Name of Corporation. The name of this corporation is EPS Settlements Group, Inc."

→ Except as provided in the preceding sentence, the articles of incorporation and bylaws of TSSC, as in effect on the Effective Date, shall be and remain (until amended or repealed as provided by law) its articles of incorporation and bylaws, respectively.

THIRD: The effects of the merger on outstanding shares of the Constituent Corporations are as follows:

The shares of TSSC issued and outstanding on the Effective Date shall not be changed or converted as a result of the merger but shall remain outstanding as shares of TSSC.

On the Effective Date, by virtue of the merger and without any action on the part of the merging corporations, each issued and outstanding share of common stock of each member of

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the Hindert Group shall be canceled and retired and shall cease to exist and no stock or other consideration shall be delivered in exchange therefor.

FOURTH: On the Effective Date, each holder of an outstanding certificate evidencing common shares of any member of the Hindert Group shall surrender the same, duly endorsed as TSSC may require, to TSSC or its agent for cancellation.

FIFTH: Upon compliance with applicable laws, a copy of this Agreement of Merger with an Officer's Certificate of each of TSSC and each member of the Hindert Group as required by Section 1103 of the CCC shall be filed in the office of the California Secretary of State, a copy of a Certificate of Merger as required by Sections 252(c) and 103 of the DGCL shall be filed in the office of the Delaware Secretary of State, and a copy of this Agreement of Merger as required by Section 1701.79 of the Ohio Law shall be filed in the office of the Ohio Secretary of State. The merger shall become effective upon such filing. The date on which the merger so becomes effective is herein referred to as the "Effective Date".

SIXTH: The surviving corporation hereby consents to be sued and served with process in the State of Ohio and hereby irrevocably appoints the Secretary of State of the State of Ohio as its agent to accept service of process in any proceeding in the State of Ohio to enforce against the surviving corporation any obligation of any of the merged Ohio corporations, or to enforce the right of a dissenting shareholder, if any, of any of the merged Ohio corporations.

SEVENTH: The surviving corporation obtained License No. II 071 1 0, issued by the Secretary of State of Ohio on September 14, 1999, to transact business in the State of Ohio.

EIGHTH: This Agreement of Merger shall be governed by the laws of the State of California.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed as of the day and year first above written.

HINDERT & ASSOCIATES, INC.

Mark Coleman

Name: Mark C. Coleman
Title: Vice President and Secretary

HINDERT AGENCY, INC.

Mark Coleman

Name: Mark C. Coleman
Title: Vice President and Secretary

BENEFIT DESIGNS INTERNATIONAL, INC.

Mark Coleman

Name: Mark C. Coleman
Title: Vice President and Secretary

BENEFIT DESIGNS, INC.

Mark Coleman

Name: Mark C. Coleman
Title: Vice President and Secretary

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THE STRUCTURED SETTLEMENTS
COMPANY, INC.



Name: Mark C. Coleman

Title: Vice President and Secretary

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