

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MEGASYS, INC.		12/30/2003	CORPORATION: INDIANA

RECEIVING PARTY DATA	
Name:	YELLOW DOT COM SUBSIDIARY, INC.
Street Address:	10990 ROE BLVD.
City:	OVERLAND PARK
State/Country:	KANSAS
Postal Code:	66211
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	2363900	MEGALINK
Registration Number:	2363899	MEGARULES
Registration Number:	2627909	MEGASYS THE LOGISTICAL CHOICE
Registration Number:	1853853	THE LOGISTICAL CHOICE

CORRESPONDENCE DATA	
Fax Number:	(214)855-8200
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2148557104
Email:	HOTRADEMARK@FULBRIGHT.COM
Correspondent Name:	ANN BURNS/FULBRIGHT & JAWORSKI LLP
Address Line 1:	1301 MCKINNEY
Address Line 2:	SUITE 5100
Address Line 4:	HOUSTON, TEXAS 77010-3095

ATTORNEY DOCKET NUMBER:	10310836
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NAME OF SUBMITTER:	ANN BURNS/FULBRIGHT & JAWORSKI LLP
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CH \$115.00 2363900

Total Attachments: 7

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**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF MERGER

of

YELLOW DOT COM SUBSIDIARY, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that NonQualified Certificate of Merger of the above Delaware Non-Qualified Foreign Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Miscellaneous.

The following non-surviving entity(s):

MEGASYS, INC.

a(n) For-Profit Domestic Corporation

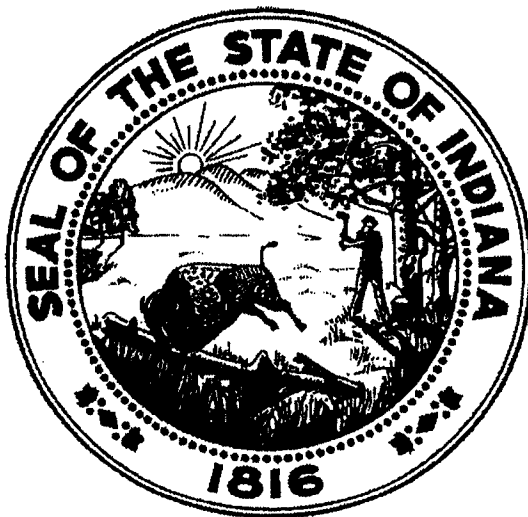
MERIDIAN IQ, LLC

a(n) Delaware Non-Qualified Foreign Corporation

merged with and into the surviving entity:

YELLOW DOT COM SUBSIDIARY, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, December 30, 2003.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 30, 2003.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

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DEC-29-2003 14:23

CT CORPORATION SYS.

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APPROVED
AND
FILED
[Signature]
IND. SECRETARY OF STATE

AGREEMENT OF MERGER

OF

**MERIDIAN IQ, LLC
(A DELAWARE LIMITED LIABILITY COMPANY)**

AND

**MEGASYS, INC.
(AN INDIANA CORPORATION)**

INTO

**YELLOW DOT COM SUBSIDIARY, INC.
(A DELAWARE CORPORATION)**

RECEIVED
INDIANA SECRETARY
OF STATE
2003 DEC 30 AM 11:50

THIS AGREEMENT OF MERGER dated December 30, 2003, is made by and among Meridian IQ, LLC, MegaSys, Inc. and Yellow Dot Com Subsidiary, Inc.

WITNESSETH:

In consideration of the premises and mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of the merger, the mode of carrying the same into effect, the manner and basis of converting the shares of the Merging Corporations (as defined below) into shares of the Surviving Corporation (as defined below) and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree as follows:

1. **The name of the corporations proposing to merge are:**

Meridian IQ, LLC, a Delaware limited liability company ("*Meridian IQ*"), which is a wholly owned subsidiary of Yellow Dot Com Subsidiary, Inc. and MegaSys, Inc., an Indiana corporation ("*MegaSys*"), which is a wholly owned subsidiary of Yellow Dot Com Subsidiary, Inc. (Meridian IQ and MegaSys are collectively referred to as the "*Merging Corporations*".)

2. **The name of the corporation into which the Merging Corporations propose to merge is:**

Yellow Dot Com Subsidiary, Inc., a Delaware corporation ("*Surviving Corporation*"), which is the parent corporation and sole member of Meridian IQ and the parent corporation and sole stockholder of MegaSys.

3. **The terms and conditions of the proposed merger and the mode of carrying the same into effect are:**

At the effective date (as described below), the Merging Corporations shall be merged into Yellow Dot Com Subsidiary, Inc., the Surviving Corporation, and the terms, provisions and conditions of the merger and the mode of carrying the same into effect are:

FIRST: The Merger. Meridian IQ shall be and is hereby merged into the Surviving Corporation, pursuant to and in accordance with all applicable provisions of the Limited Liability Company Act of the State of Delaware, as amended and the General Corporation Law of the State of Delaware, as amended; and MegaSys shall be and is hereby merged into the Surviving Corporation, pursuant to and in accordance with all applicable provisions of the Business Corporation Law of the State of Indiana, as amended and the General Corporation Law of the State of Delaware.

SECOND: Results of Merger. In accordance with the laws aforesaid, the merging corporations shall be a single corporation which shall be the Surviving Corporation and the separate existence of the Merging Corporations shall cease (except insofar as it may be continued by statute). Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporations shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporations shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporations, respectively, and all debts due on whatever account, including subscriptions of shares (if any) and all other choses in action, and all and every other interest, of or belonging to or due to each of the Merging Corporations shall be taken and deemed to be those of and vested in the Surviving Corporation without further act or deed, and the title to any real estate or any interest therein, vested in either of the Merging Corporations shall not revert or be in any way impaired by reason of such merger. Each of the Merging Corporations hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of either of the Merging Corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of each of the Merging Corporations and the proper officers and directors of the Surviving Corporation are fully authorized in the name of each of the Merging Corporations or otherwise to take any and all such action.

THIRD: Liabilities. Upon the merger, the Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the corporations so merged, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if such merger or consolidation had

not taken place, or such Surviving Corporation may be substituted in its place; neither the rights of creditors nor any liens upon the property of either corporation shall be impaired by such merger.

FOURTH: Effective Date of Merger. This merger shall become effective upon filing with the Secretary of State of Delaware. However, for all accounting purposes, the effective date of the merger shall be as of the close of business on December 30, 2003.

4. The manner and basis of converting the shares or the ownership interests of the Merging Corporations into shares, obligations or other securities of the Surviving Corporation are as follows:

(a) Each share of capital stock, \$.0001 par value, of the Surviving Corporation, outstanding on the effective date of the merger, being a total of 600 shares, shall remain outstanding as the capital stock of the Surviving Corporation.

(b) On the effective date of the merger, (i) each Class A membership unit of Meridian IQ, outstanding on the effective date of the merger, being a total of 16.8 million units and each Class B membership unit of Meridian IQ, outstanding on the effective date of the merger, being a total of 8 million units, and (ii) each share of common stock of MegaSys, no par value, outstanding on the effective date of the merger, being a total of 950 shares, shall be surrendered to the Surviving Corporation, Yellow Dot Com Subsidiary, Inc., and canceled.

(c) There are no dissenting stockholders of the Surviving Corporation, no dissenting members of the Meridian IQ and no dissenting stockholders of MegaSys.

5. Other provisions with respect to the proposed merger deemed necessary or desirable:

(a) **Certificate of Incorporation and Bylaws.** On the effective date of the merger, the Certificate of Incorporation and Bylaws of Yellow Dot Com Subsidiary, Inc. shall continue as the Certificate of Incorporation and Bylaws of the Surviving Corporation.

(b) **Directors and Officers.** The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of the stockholders and until their successors shall have been elected and qualified.

(c) **Abandonment of Merger.** Anything herein or elsewhere to the contrary notwithstanding, this Agreement of Merger may be terminated and abandoned at any time before it becomes effective by the Board of Directors of the Surviving Corporation, in which event this Agreement of Merger shall become wholly void and of no effect and there shall be no liability on the part of either of Meridian IQ, LLC and its respective sole member and managers, MegaSys, Inc. and its respective sole stockholder and directors, and Yellow Dot Com Subsidiary LLC and its respective sole stockholder and directors.

(d) **Amendment.** This Agreement of Merger may be amended at any time prior to the effective date by action of the Board of Managers of Meridian IQ, LLC, the Board of Directors of MegaSys, Inc. or the Board of Directors of Yellow Dot Com Subsidiary, Inc.; provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of MegaSys or Yellow Dot Com Subsidiary, Inc. or the member of Meridian IQ shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

(e) **Further Information.** The appropriate officers of each of the Merging Corporations are authorized to execute on behalf of their respective Merging Corporation any and all documents appropriate to the accomplishment of, or required to be done to accomplish, the merger under this Agreement, and to take all steps and to all things for and on behalf of the parties hereto as are required by or appropriate under the laws of the State of Delaware or the State of Indiana, as applicable, to accomplish the merger; and from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, each of the Merging Corporations or its respective officers or directors, as is appropriate and proper, will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such other and further action as the Surviving Corporation may deem necessary or desirable in order to confirm the vesting in and confirm to the Surviving Corporation title and possession of all of its property, rights, privileges, powers and franchises and otherwise to carry out the intent and purposes of this Agreement of Merger.

(f) **Governing Law.** This Agreement of Merger shall be governed by, and construed in accordance with, the laws of the State of Delaware.

(g) **Consent to Service of Process.** Pursuant to Section 321 of the Delaware General Corporation Law, the Surviving Corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of either of the Merging Corporations, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger or consolidation, including any suit or other proceeding to enforce the right of any stockholder, and irrevocably appoints The Corporation Trust Company as its agent to accept service of process in any such suit or other proceedings.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Managers and Boards of Directors, as applicable, and that fact having been certified on the Agreement of Merger by the Assistant Secretary of each party hereto, have caused this Agreement of Merger to be executed by a duly authorized officer of each party hereto as the respective act, deed and agreement of each such party.

Meridian IQ, LLC

By: James McMullen
Name: James McMullen
Title: Vice President and Secretary

MegaSys, Inc.

By: James McMullen
Name: James McMullen
Title: Vice President and Secretary

Yellow Dot Com Subsidiary, Inc.

By: James McMullen
Name: James McMullen
Title: President and Secretary

APPROVED AND FORWARDED:
and returned to the office
of the Secretary of State
of the State of Connecticut
on this 29th day of December
2003.



STATE OF INDIANA
Office of the Secretary of State

I hereby certify that this is a true and complete copy of the
(5) Five page document(s)
as filed in this office.

DATED 12/30, 2003

Carol Roberts
Secretary of State

BY *Carol Suran*
This Certification Stamp replaces our previous Certification System

