

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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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
Cabinet Vision, Inc.		07/16/2003	CORPORATION:

RECEIVING PARTY DATA	
Name:	Planit Solutions, Inc.
Street Address:	3800 Palisades Drive
City:	Tuscaloosa
State/Country:	ALABAMA
Postal Code:	35405
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 6		
Property Type	Number	Word Mark
Serial Number:	76474278	SCREEN TO MACHINE
Registration Number:	2801992	CABINET VISION
Registration Number:	2794210	CABINET VISION
Registration Number:	2777749	PHOTOVISION
Registration Number:	2777748	SOLID DESIGN
Registration Number:	2777747	MANAGE IT!

CORRESPONDENCE DATA	
Fax Number:	(205)633-0327
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(205) 633-0227
Email:	tscroggins@tannerguinn.com
Correspondent Name:	Thomas W. Scroggins
Address Line 1:	2711 University Blvd.
Address Line 4:	Tuscaloosa, ALABAMA 35401

ATTORNEY DOCKET NUMBER:	PLANIT 14001
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OP \$165.00 76474278

NAME OF SUBMITTER:

Thomas W. Scroggins

Total Attachments: 9

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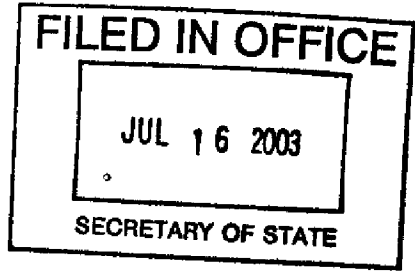
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STATE OF ALABAMA §
TUSCALOOSA COUNTY § ss.
§

ARTICLES OF MERGER

2003 2698
Filed in the Above
INCORPORATION Book & Page
07-31-2003 09:22:15 AM
W. Hardy McCollum - Probate Judge
Tuscaloosa County, Alabama

To: Secretary of State of Alabama
Corporations and Land Division
Montgomery, Alabama 36130

Pursuant to the provisions of section 10-2B-11.07, Code of Alabama, 1975, as in effect from time to time, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging Planit-Cabnetware, Inc., a foreign corporation, and Cabinet Vision, Inc., an Alabama business corporation (collectively referred to herein as the "Merging Corporations"), into Planit Solutions, Inc., an Alabama business corporation ("Surviving Corporation") effective December 31, 2002.

SECTION 1. NAMES OF CONSTITUENT CORPORATIONS

The names of the corporations and the states under the laws of which they are organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Cabinet Vision, Inc.	Alabama (Jefferson County)
Planit-Cabnetware, Inc.	California
Planit Solutions, Inc.	Alabama (Tuscaloosa County)

SECTION 2. FOREIGN CORPORATION GOVERNING LAW

The laws of the State of California under which Planit-Cabnetware, Inc. are organized permit such merger.

SECTION 3. SITUS

The Surviving Corporation shall be governed by the laws of the State of Alabama.

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SECRETARY OF STATE

SECTION 4. PLAN OF MERGER

The Agreement and Plan of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was approved by the shareholders of the Surviving Corporation in the manner prescribed by Section 10-2B-11.03, Code of Alabama, 1975, and was approved by the shareholders of the Merging Corporations in the manner prescribed by the laws of the state under which they are organized.

SECTION 5. OUTSTANDING SHARES

As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such plan are as follows:

<u>Constituent Entity</u>	<u>Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Cabinet Vision, Inc.	100	Common Stock	100
Planit Cabnetware, Inc.	1,000	Common Stock	1,000
Planit Solutions, Inc.	1,000	Common Stock	1,000

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SECTION 6. VOTING

As to each of the corporations, the total number of shares voted for and against such plan and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan are as follows:

	<u>Total Voted For</u>	<u>Total Against</u>	<u>Voted Class</u>	<u>Number of Shares Entitled to Vote as a Class</u>	
				<u>Voted For</u>	<u>Voted Against</u>
Cabinet Vision, Inc.	100	0	Common Stock	100	0
Planit-Cabn etware, Inc.	1,000	0	Common Stock	1,000	0
Planit Solutions, Inc.	1,000	0	Common Stock	1,000	0

SECTION 7. COUNTY OF INCORPORATION


The articles of incorporation of Planit Solutions, Inc. are recorded in Tuscaloosa County, Alabama. The articles of incorporation of Cabinet Vision, Inc. are recorded in Jefferson County.

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07-31-2003 09:22:15 AM
Book/Pg: 2003/2698
Term/Cashier: SCAN1 / PatsyV
Tran: 4296.331429.375792
Recorded: 07-31-2003 09:22:47
INC Incorporations 25.00
PJF Probate Judge Fee 2.00
Total Fees: $ 27.00
    
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IN WITNESS WHEREOF, the Surviving Corporation has caused its corporate name to be signed hereto, by its President, thereunto duly authorized by the respective boards of directors of the Constituent Corporations.


PLANIT SOLUTIONS, INC.

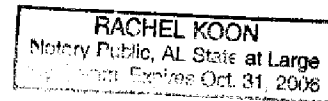
By: 
Steven Braswell
Its President

STATE OF ALABAMA §
 § ss.
TUSCALOOSA COUNTY §

I, the undersigned authority, a notary public in and for the State of Alabama at Large, hereby certify that Steven Braswell, whose name as President of Planit Solutions, Inc., a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand on this the 14th day of July, 2003.


Notary Public
My Commission Expires: Oct. 31, 2006



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07-31-2003 09:22:15 AM

EXHIBIT "A"

**AGREEMENT AND PLAN OF MERGER
BETWEEN AND AMONG
PLANIT SOLUTIONS, INC., CABINET VISION, INC.,
AND PLANIT-CABNETWARE, INC.**

AGREEMENT AND PLAN OF MERGER between Planit Solutions, Inc., an Alabama business corporation ("Surviving Corporation"), Cabinet Vision, Inc., an Alabama business corporation ("Cabinet Vision"), and Planit-Cabnetware, Inc., a California corporation ("Planit-Cabnetware") effective on the 1st day of January 2003. Cabinet Vision and Planit-Cabnetware are sometimes hereinafter collectively referred to as the "Merging Corporations." The Surviving Corporation and the Merging Corporations are sometimes hereinafter collectively referred to as the "Constituent Corporations."

WITNESSETH THAT:

WHEREAS, the boards of directors of the Constituent Corporations deem it advisable that the Merging Corporations be merged into the Surviving Corporation under the laws of the State of Alabama in the manner provided for in chapter 2B, title 10, Code of Alabama, 1975, as in effect from time to time ("Alabama Business Corporation Act").

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations do hereby agree to merge upon the terms and conditions below stated:

SECTION 2. AGREEMENT TO MERGE

The Constituent Corporations agree that the Merging Corporations shall be merged into the Surviving Corporation.

SECTION 3. NAME OF SURVIVING CORPORATION

The name of the Surviving Corporation shall be "Planit Solutions, Inc."

SECTION 4. EFFECTIVE DATE OF MERGER

This merger shall become effective on January 1, 2003 ("Effective Date").

SECTION 5. EFFECT OF MERGER

On and after the Effective Date, Surviving Corporation, the articles of incorporation of which are recorded in the Probate Office for Tuscaloosa County, State of Alabama, shall be the

surviving corporation, and shall continue to exist as a corporation under the laws of the State of Alabama, with all of the rights and obligations as provided by the Alabama Business Corporation Act. On and after the Effective Date, Cabinet Vision, the articles of incorporation of which are recorded in the Probate Office for Jefferson County, State of Alabama, and Planit-Cabinetware, the articles of incorporation of which are recorded in the State of California shall cease to exist and its property, both real and personal, shall become the property of Surviving Corporation.

SECTION 6. PLACE OF REGISTERED OFFICE OF SURVIVING CORPORATION

The place in the State of Alabama where the registered office of the Surviving Corporation is and shall continue to be located is 3800 Palisades Drive, Tuscaloosa, Alabama 35405.

SECTION 7. PURPOSES OF SURVIVING CORPORATION

The purposes of the Surviving Corporation shall be as set forth in its articles of incorporation and also to engage in any lawful act or activity for which corporations may be formed under the Alabama Business Corporation Act.

SECTION 8. ARTICLES OF INCORPORATION

The articles of incorporation of the Surviving Corporation after the merger shall be the articles of incorporation of the Surviving Corporation before the merger, as hereby amended.

SECTION 9. BYLAWS

The bylaws of the Surviving Corporation after the merger shall be the bylaws of the Surviving Corporation before the merger.

SECTION 10. DIRECTORS

The present directors of the Surviving Corporation shall continue as such after the merger until their successors are duly elected.

SECTION 11. OFFICERS

The present officers of the Surviving Corporation shall continue as such after the merger until their successors are duly elected.

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SECTION 12. REGISTERED AGENT

Karen Fejta is currently the registered agent for service of process for the Surviving Corporation in the State of Alabama. After the merger, Steven Braswell shall be the registered agent for service of process of the Surviving Corporation in the State of Alabama at the Surviving Corporation's address.

SECTION 13. MODE OF EFFECTING MERGER

The mode of carrying the merger into effect, and the manner and basis of converting the shares of the Merging Corporations into shares of the Surviving Corporation, shall be as follows:

SECTION 13.1 Surrender of Certificate

Each shareholder of the Merging Corporations shall surrender his certificate or certificates to the Surviving Corporation during the period beginning at the close of business on January 1, 2003, and ending at the close of business on August 31, 2003.

SECTION 13.2 Issuance of Certificate

Because the Constituent Corporations each have only one shareholder and this shareholder is the same for each Constituent Corporation, no new share certificates shall be issued.

SECTION 14. CANCELLATION OF MERGING CORPORATIONS' SHARES

All authorized and outstanding shares of the Merging Corporation and all rights in respect thereof shall be canceled immediately upon the Effective Date, and the certificates representing such shares shall be canceled.

SECTION 15. ACCOUNTING

The assets of the Merging Corporations shall be recorded in the accounts of the Surviving Corporation at their book value as of the Effective Date.

The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be the stated capital, capital surplus, and earned surplus of the Surviving Corporation.

SECTION 16. CABINET VISION 401(K) PLAN

Cabinet Vision has heretofore sponsored an employee benefits plan known as the "Cabinet Vision, Inc. 401(k) Profit Sharing Plan & Trust." On the Effective Date, the Surviving Corporation shall adopt, assume and be responsible for all liabilities, responsibilities,

undertakings, and obligations with respect to the Cabinet Vision, Inc. 401(k) Profit Sharing Plan & Trust.

SECTION 17. APPROVAL

This Agreement and Plan of Merger shall be submitted to the shareholders of the Constituent Corporations as required by the Alabama Business Corporation Act. If the required approval is obtained, the proper officers of each Constituent Corporation are authorized, empowered, and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents which may be necessary, appropriate, helpful, or proper to render effective the merger herein contemplated.

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07-31-2003 09:22:15 AM
W. Hardy McCollum - Probate Judge
Tuscaloosa County, Alabama

Secretary of State
Office of The Secretary of State

I hereby certify that this is a
true and correct copy of the
document(s) filed in this office
and certificate issued by this
office on Jul 16 2003

DATE Jul 16 2003


Secretary of State