

**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
Management Technology America, Ltd.		06/27/2000	CORPORATION: ARIZONA

RECEIVING PARTY DATA	
Name:	Rebel Studio Rentals, Inc.
Street Address:	8770 W. Bryn Mawr
Internal Address:	4th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60631
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2575331	E*S-TRUCK

CORRESPONDENCE DATA	
Fax Number:	(312)660-0471
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	312-861-6371
Email:	rprescan@kirkland.com
Correspondent Name:	Renee M. Prescan
Address Line 1:	200 E. Randolph Drive
Address Line 2:	Kirkland & Ellis LLP
Address Line 4:	Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	35926-112
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NAME OF SUBMITTER:	Krista L. Nunemaker
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Total Attachments: 6  
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# State of California



## SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 27 2004



*Kevin Shelley*  
Secretary of State

0548361

**FILED** *DPZ*  
In the Office of the Secretary of State  
of the State of California

JUN 30 2000

*Bill Jones*  
BILL JONES, Secretary of State

1759039 SUBV  
AGREEMENT OF MERGER

OF

Management Technology America Ltd.

AND

Rebel Studio Rentals, Inc.

AGREEMENT OF MERGER entered into on June 27, 2000 by Management Technology America Ltd. and Rebel Studio Rentals, Inc. as approved by the Board of Directors of each of said corporations:

FIRST: Management Technology America Ltd., which is a corporation incorporated in the State of Arizona, and which is sometimes hereinafter referred to as the "terminating corporation", shall be merged with and into Rebel Studio Rentals, Inc., which is a corporation incorporated in the State of California, and which is sometimes hereinafter referred to as the "surviving corporation". The laws of the jurisdiction of incorporation of the terminating corporation permit the merger of a business corporation of said jurisdiction with and into a business corporation of another jurisdiction.

SECOND: The separate existence of the terminating corporation shall cease upon the effective date of the merger in accordance with the provisions of the laws of the jurisdiction of incorporation of said corporation.

THIRD: The surviving corporation shall continue its existence under its present name pursuant to the provisions of the General Corporation Law of the State of California.

FOURTH: The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the State of California shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of California.

FIFTH: The bylaws of the surviving corporation upon the effective date of the merger in the State of California shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of California.

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SIXTH: The directors and officers in office of the surviving corporation upon the effective date of the merger in the State of California shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

SEVENTH: Each issued share of the terminating corporation shall, upon the complete effective date of the merger, be canceled, and no consideration shall be received therefor. The issued shares of the surviving corporation shall not be converted or exchanged in any manner or any consideration be paid therefor, but each said share which is issued as of the complete effective date of the merger shall continue to represent one issued share of the surviving corporation.

EIGHTH: In the event that the merger herein provided for shall have been fully authorized in accordance with the provisions of the laws of the jurisdiction of incorporation of the terminating corporation and in accordance with the provisions of the General Corporation Law of the State of California, the terminating corporation and the surviving corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Arizona and of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

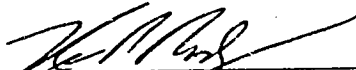
NINTH: The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the Merger herein provided for.


TENTH: The effective date of the merger shall be June 30, 2000.

\* \* \* \* \*

Executed on this 21<sup>st</sup> day of June, 2000.


REBEL STUDIO RENTALS, INC.

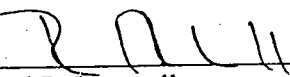
By:   
Kevin P. Rodgers  
Chief Executive Officer

By:   
Paul R. Ingersoll  
Secretary

Executed on this 21<sup>st</sup> day of June, 2000.

MANAGEMENT TECHNOLOGY AMERICA,  
LTD.

By:   
Kevin P. Rodgers  
Chief Executive Officer

By:   
Paul R. Ingersoll  
Secretary

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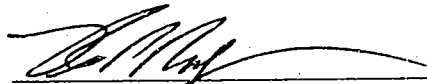
CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

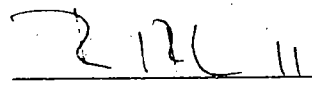
Kevin P. Rodgers and Paul R. Ingersoll hereby state and certify that:

1. They are the Chief Executive Officer and Secretary, respectively of Rebel Studio Rentals, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. There is only one class of shares and the total number of outstanding shares is One Thousand shares of common stock, \$.01 par value per share.
4. The shareholder percentage vote required for the aforesaid approval was 51 percent.
5. The principal terms of the Agreement of Merger in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the City of Chicago in the State of Illinois, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on June 21<sup>st</sup>, 2000.

  
Kevin P. Rodgers, Chief Executive Officer

  
Paul R. Ingersoll, Secretary

CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER


Kevin P. Rodgers and Paul R. Ingersoll hereby state and certify that:

1. They are the Chief Executive Officer and Secretary, respectively of Management Technology America Ltd., a Arizona corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. There is only one class of shares and the total number of outstanding shares is Two Hundred Fifty Thousand shares of common stock, \$.01 per share.
4. The shareholder percentage vote required for the aforesaid approval was 51 percent.
5. The principal terms of the Agreement of Merger in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the City of Chicago in the State of Illinois, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on June 21<sup>th</sup>, 2000.

  
Kevin P. Rodgers, Chief Executive Officer

  
Paul R. Ingersoll, Secretary

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