

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/11/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MSS Group, Inc.		03/11/2004	CORPORATION: COLORADO

RECEIVING PARTY DATA

Name:	TSL (DE) CORP.
Street Address:	500 Lanidex Plaza
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2111853	MSS*GROUP, INC.
Registration Number:	2304304	MANAGE THE MONSTER
Registration Number:	2800459	MSS*GROUP POWER SUITE
Registration Number:	2307384	

CORRESPONDENCE DATA

Fax Number: (215)655-2783
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215.994.2783
 Email: matthew.smith@dechert.com
 Correspondent Name: Matthew T. Smith, Dechert LLP
 Address Line 1: 4000 Bell Atlantic Tower
 Address Line 2: 1717 Arch Street
 Address Line 4: Philadelphia, PENNSYLVANIA 19103-2793

NAME OF SUBMITTER: Matthew T. Smith

TRADEMARK

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REEL: 003115 FRAME: 0133

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Signature:	/Matthew Smith/
Date:	07/01/2005
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Delaware

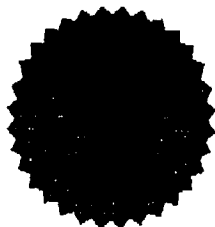
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The First State

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:

"MSS GROUP, INC.", A COLORADO CORPORATION,
WITH AND INTO "TSL (DE) CORP." UNDER THE NAME OF "MSS GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF MARCH, A.D. 2004, AT 3:16 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2989796

DATE: 03-16-04

TRADEMARK
REEL: 003115 FRAME: 0135

CERTIFICATE OF MERGER

OF

MSS GROUP, INC.

WITH AND INTO

TSL (DE) CORP.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware.

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>Statement of Incorporation</u>
MSS Group, Inc.	Colorado
TSL (DE) Corp.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is TSL (DE) Corp., a Delaware corporation, which shall hereinwith be changed to MSS Group, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of TSL (DE) Corp., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation, except that the name of the Surviving Corporation shall be changed to MSS Group, Inc., as described in Section THIRD, above.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 500 Lanidex Plaza, 3rd Floor, Parsippany, NJ 07054.

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

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share or Statement That Shares are Without Par Value</u>
MSS Group, Inc.	Common	4,125,910	Without Par Value
	Series A Preferred	1,163,720	\$.001 Par Value Per Share

EIGHTH: That this Certificate of Merger shall be effective upon its filing with the Office of the Secretary of State of the State of Delaware.

Dated: March 11, 2004

TSL (DE) CORP.

By: David A. Dill
Name: David A. D. II
Title: SVP + CFO