

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2004		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FreeErisa.com LLC		08/01/2005	LTD LIAB JT ST CO: DISTRICT OF COLUMBIA
RECEIVING PARTY DATA			
Name:	Judy Diamond Associates, Inc.		
Street Address:	5811 33rd Street, N.W.		
City:	Washington		
State/Country:	DISTRICT OF COLUMBIA		
Postal Code:	20015		
Entity Type:	CORPORATION: DISTRICT OF COLUMBIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2561388	FREEERISA.COM	
CORRESPONDENCE DATA			
Fax Number:	(301)654-7354		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	301.951.9371		
Email:	DKoch@PaleyRothman.com		
Correspondent Name:	Daniel S. Koch		
Address Line 1:	4800 Hampden Lane, 7th floor		
Address Line 4:	Bethesda, MARYLAND 20814		
NAME OF SUBMITTER:	Daniel S. Koch		
Signature:	/dsk/		
Date:	08/16/2005		

OP \$40.00 2561388

Total Attachments: 8

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GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

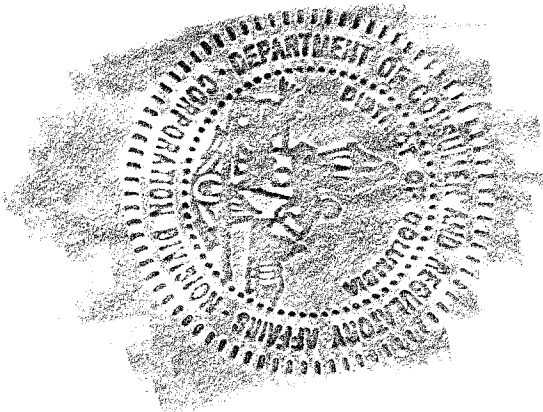
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Limited Liability Company Act have been complied with and accordingly, this **CERTIFICATE OF MERGER** is hereby issued to:

FREEERISA.COM LLC

Merged Into

JUDY DIAMOND ASSOCIATES, INC.

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **1ST** day of **August, 2005**.



Patrick J. Canavan, Psy. D.
Director

John T. Drann
Administrator
Business and Professional Licensing Administration

Patricia E. Grays
Superintendent of Corporations
Corporations Division

A large, handwritten signature in black ink, appearing to read "Patricia E. Grays", written over a horizontal line.

Anthony A. Williams
Mayor



DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATIONS DIVISION
941 NORTH CAPITOL STREET, N.E.
WASHINGTON, D.C. 20002

ARTICLES OF MERGER
of

FREEERISA.COM LLC,
a District of Columbia limited liability company

into

JUDY DIAMOND ASSOCIATES, INC.,
a District of Columbia corporation

GUIDELINE: DOCUMENT MUST BE DRAWN UP ON PLAIN PAPER IN DUPLICATE ORIGINALS.

TO: Department of Consumer and Regulatory Affairs
Corporation Division
Washington, D.C. 20002

THESE **ARTICLES OF MERGER** (the "*Articles*"), dated as of the 31st day of December, 2004 (the "*Effective Date*"), are made and entered into by **JUDY DIAMOND ASSOCIATES, INC.**, a District of Columbia corporation (sometimes "*JDA*" or "*Surviving Entity*") and **FREEERISA.COM LLC**, a District of Columbia limited liability company ("*freeERISA*") pursuant to the provisions of the District of Columbia Business Corporation Act (the "*Corporation Act*"), Title 29, Chapter 1 of the District of Columbia Official Code 2001 Edition, as amended (the "*DC Code*"), and pursuant to the provisions of the District of Columbia Limited Liability Act (the "*LLC Act*"), Title 29, Chapter 10 of the DC Code for the purpose of merging them into one of such corporations. JDA and freeERISA are sometimes collectively referred to as the "*Constituent Entities*".

FIRST: The name and jurisdiction of organization of each of the Constituent Entities is as follows:

Judy Diamond Associates, Inc., a District of Columbia corporation
freeERISA.com LLC, a District of Columbia limited liability company

SECOND: An agreement of merger, substantially in the form of the Agreement and Plan of Merger attached hereto and made a part hereof (the "*Agreement*") has been approved and executed by the Constituent Entities as follows:

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FILED
8/1/05

TRADEMARK

REEL: 003141 FRAME: 0584

(a) In accordance with Sections 29.101.72b. and 29-101.136 of the Corporation Act, the Board of Directors of JDA unanimously approved the Agreement by written consent in lieu of meeting and thereafter submitted the Agreement to the sole Stockholder of JDA, who also approved the Agreement by written consent in lieu of meeting. The Agreement, as approved, was executed by the Board of Directors and the sole Stockholder.

(b) In accordance with Section 29-101.72b. of the Corporation Act and Sections 29.1040 – 29-1042 of the LLC Act and pursuant to the terms of the Operating Agreement dated as of September 24, 1999, the sole Member of freeERISA approved and executed the Agreement.

THIRD: The name, address and principal office of the Surviving Entity are as follows:

Judy Diamond Associates, Inc.
5811 33rd Street, N.W.
Washington, D.C. 20015

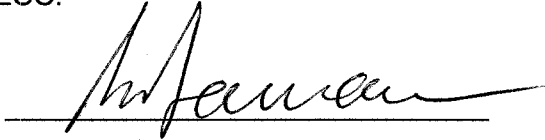
FOURTH: The Agreement is on file at the principal office of the Surviving Entity, as set forth above in Article THIRD.

FIFTH: A copy of the Agreement will be furnished to the respective members and stockholders of the Constituent Corporations upon request.

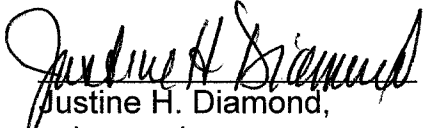
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IN WITNESS WHEREOF, these Articles have been executed under seal and delivered in the name and on behalf of each of the Constituent Entities by their duly authorized representatives and such individuals, by signing below declare under the penalties of perjury that the facts stated herein are true.


WITNESS:



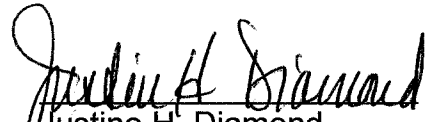
freeERISA.COM LLC

By:  (SEAL)
Justine H. Diamond,
sole member

ATTEST:

By: 
Jeffrey Matthurn,
Secretary

JUDY DIAMOND ASSOCIATES, INC.

By:  (SEAL)
Justine H. Diamond,
President

(Corporate Seal)

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "**Agreement**"), is made as of the 31st day of December, 2004 (the "**Effective Date**") by and between **JUDY DIAMOND ASSOCIATES, INC.**, a District of Columbia corporation (sometimes "**JDA**" or the "**Surviving Entity**"), and **FREEERISA.COM LLC**, a District of Columbia limited liability company ("**freeERISA**"). JDA and freeERISA are sometimes collectively referred to as the "**Constituent Entities**".

BACKGROUND

A. JDA is a corporation duly organized and existing under the laws of the District of Columbia, having been incorporated on January 30, 1986 by filing Articles of Incorporation (the "**JDA Articles**") with the Department of Consumer and Regulatory Affairs, Business Regulation Administration, Corporations Division of the District of Columbia (the "**Department**"). JDA's principal office is located at 5811 33rd Street, N.W., Washington, D.C. 20015, and the name and address of its resident agent in the District of Columbia is Justine H. Diamond, 5811 33rd Street, N.W., Washington, D.C. 20015.

B. freeERISA is a limited liability company duly organized and existing under the laws of the District of Columbia, having been organized on September 24, 1999 by filing Articles of Organization with the Department. freeERISA's principal office is located at 5811 33rd Street, N.W., Washington, D.C. 20015, and the name and address of its resident agent in the District of Columbia is Justine H. Diamond, 5811 33rd Street, N.W., Washington, D.C. 20015.

C. The Board of Directors of JDA deems it advisable for the general welfare and advantage of JDA and its sole stockholder that the Constituent Entities merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the District of Columbia, including, without limitation, the District of Columbia Business Corporation Act (the "**Corporation Act**").

D. The sole member of freeERISA deems it advisable for the general welfare and advantage of freeERISA that the Constituent Entities merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the District of Columbia, including, without limitation, the District of Columbia Limited Liability Act (the "**LLC Act**").

NOW, THEREFORE, in consideration of the premises (which shall be deemed a material and substantive part of this Agreement), the mutual promises and covenants herein contained, and for other good and valuable consideration the receipt and

sufficiency of which is hereby acknowledged, the parties hereto agree, in accordance with the applicable provisions of the laws of the District of Columbia, that freeERISA shall be merged into JDA, which is not a new corporation and which shall continue its corporate existence under the laws of the District of Columbia and shall be the Surviving Entity. The terms and conditions of the merger (the "**Merger**") hereby agreed upon which the parties covenant to observe, keep and perform and the mode of carrying the same into effect are and shall be as hereafter set forth:

SECTION 1. Effective Date of Merger. The Merger shall be effective as of the Effective Date set forth above. At the Effective Date, the separate existence of freeERISA shall cease and freeERISA shall be merged into JDA, said Merger being permitted by the laws of the District of Columbia.

SECTION 2. Governing Laws; Articles of Incorporation. The laws which are to govern JDA are the laws of the District of Columbia, including, without limitation, the Corporation Act. The JDA Articles, as the same have been amended from time to time prior to the date hereto, by which are not amended hereby, shall remain in effect thereafter until the same shall be amended or altered in accordance with the provisions thereof.

SECTION 3. By-Laws. The By-Laws of JDA at the Effective Date shall be the By-Laws of the Surviving Entity until the same shall be altered or amended in accordance with the provisions thereof.

SECTION 4. Directors and Officers. The Directors of JDA at the Effective Date shall be the Directors of the Surviving Entity.

SECTION 5. Conversion of Membership Interest in the Merger. As of the date hereof, the sole Member of freeERISA shall assign and convey all of her Membership Interests in freeERISA to JDA and such Membership Interest shall be cancelled. Since the sole member of freeERISA and the sole stockholder of JDA are the same person, the Surviving Entity shall not issue additional shares of its stock to the sole stockholder in return for cancellation of her Membership Interest.

SECTION 6. Effect of the Merger. At the Effective Date, the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy, all of the rights, privileges, immunities, powers and franchises both of a public and a private nature, and shall be subject to all of the restrictions, liabilities and duties of the Constituent Entities. All the rights, privileges, immunities, powers and franchises of the Constituent Entities and all property, real, personal and mixed, and all debts due to said Constituent Entities on whatever account, shall be vested in the Surviving Entity; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the respective Constituent Entities, and the title to any real estate vested by deed or otherwise in said Constituent Entities shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon

any property of said Constituent Entities shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Date, and all debts, liabilities and duties of said Constituent Entities, respectively, shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Entity.

SECTION 7. Accounting Matters. The assets and liabilities of the Constituent Entities at the Effective Date, shall be taken up on the books of the Surviving Entity at the amounts at which they shall be carried at that time on the books of the respective Constituent Entities.

SECTION 8. Approval by Boards of Directors and Sole Stockholder of JDA and Approval by Sole Member of freeERISA. By their execution hereof, each Constituent Entity certifies that this Agreement has been unanimously approved by the Board of Directors and sole stockholder of JDA, and by the sole member of freeERISA, in the manner provided under the Corporation Act and the LLC Act. After such execution, Articles of Merger shall be signed, verified and delivered to the Department for filing.

SECTION 9. Miscellaneous. This Agreement shall be governed by the laws of the District of Columbia. Time is of the essence hereto.

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IN WITNESS WHEREOF, the Constituent Entities to this Merger have caused this Agreement to be signed in their respective names and on their behalf by their respective authorized representatives as of the Effective Date.


WITNESS:

FREEERISA.COM LLC

By: _____ (SEAL)
Justine H. Diamond,
sole member

ATTEST:

JUDY DIAMOND ASSOCIATES, INC.

By:  _____
Jeffrey Matthurn,
Secretary

By: _____ (SEAL)
Justine H. Diamond,
President

(Corporate Seal)