

6/13/05

06-21-2005

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Checktronic, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 14, 1996

2. Name and address of receiving party(ies)
Name: Advanced Retail Technologies, Inc.
Internal Address: _____
Address: _____

Street Address: 500 N. Akard, Suite 2850

City: Dallas State: TX Zip: 75201

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Texas
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
1,262,645
1,423,257

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Carl C. Butzer, Esq.
Internal Address: Jackson Walker L.L.P.

Street Address: 901 Main Street, Suite 6000

City: Dallas State: TX Zip: 75202

6. Total number of applications and registrations involved: 2

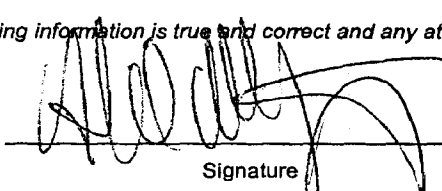
7. Total fee (37 CFR 3.41)\$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
10-0096

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Harold Montgomery  4/12/05
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

3494207

TRADEMARK
REEL: 003182 FRAME: 0944



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

CHECKTRONIC, INC. (a Delaware corporation)
with

ADVANCED RETAIL TECHNOLOGIES, INC. (a Texas corporation)

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Dated November 25, 1996.

Effective November 25, 1996



Antonio O. Garza, Jr.
Secretary of State

ARTICLES OF MERGER

OF

CHECKTRONIC, INC.

INTO

ADVANCED RETAIL TECHNOLOGIES, INC.

FILED
In the Office of the
Secretary of State of Texas
NOV 25 1996
Corporations Section

To the Secretary of State
State of Texas

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, the domestic parent corporation hereinafter named does hereby adopt the following articles of merger for the purpose of merging its domestic wholly-owned subsidiary corporation into said domestic parent corporation.

1. The name of the parent corporation is Advanced Retail Technologies, Inc.; and the jurisdiction under which it is organized is the State of Texas.

2. The name of the subsidiary corporation is Checktronic, Inc.; and the jurisdiction under which it is organized is the State of Delaware.

3. The number of outstanding shares of the subsidiary corporation is 100, all of which are of one class, and all of which are owned by the parent corporation. The approval of the merger was duly authorized by all action required by the laws under which Checktronic, Inc. was incorporated and by its constituent documents.

4. Attached hereto as Exhibit A is a copy of the resolutions to merge the subsidiary corporation into the parent corporation as adopted by the Board of Directors of the parent corporation on November 13, 1996.

Executed on November 14, 1996.

ADVANCED RETAIL TECHNOLOGIES, INC.

By Harold M. [Signature]
Name Harold M. [Signature]
Title CEO

OPTIONAL FORM NO. 301 (12-1-80)

SEP-16-2004 15:35 FROM

TO 92146616814
MISSION OFFICE

P.04/09
PULBRIGHT (50):811

EXHIBIT A
Resolutions of the Board of Directors

[attached]

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SEP-16-2004 15:35 FROM

111-25-88 15:54

TO 92146616814

P.05/09

Austin Office

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ADVANCED RETAIL TECHNOLOGIES, INC.

**Special Meeting
of the Directors**

WHEREAS, the Board of Directors believes that it is in the best interests of the Corporation for Checktronic, Inc., a Delaware corporation and wholly owned subsidiary of the Corporation (the "Subsidiary"), to be merged (the "Merger") with and into the Corporation, with the Corporation being the surviving corporation.

RESOLVED, that the Corporation is authorized to merge the Subsidiary with and into the Corporation, with the Corporation being the surviving corporation;

FURTHER RESOLVED, that each of the officers of the Corporation is hereby authorized, for and on behalf of the Corporation, to draft, execute, deliver and file the appropriate documents to be filed by the Corporation and the Subsidiary pursuant to the Texas Business Corporation Act and the Delaware General Corporation Law;

FURTHER RESOLVED, that the officers of the Corporation are authorized and empowered to take all such further actions as may be necessary or appropriate in carrying out the terms and intent of the foregoing resolutions and the Merger.

CONFIDENTIAL INFORMATION

CERTIFICATE OF OWNERSHIP AND MERGER

of

**Checktronic, Inc.
(a Delaware Corporation)**

into

**Advanced Retail Technologies, Inc.
(a Texas Corporation)**

It is hereby certified that:

1. **Advanced Retail Technologies, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Texas.**

2. **The Corporation is the owner of all of the outstanding shares of stock of Checktronic, Inc., which is a business corporation of the State of Delaware.**

3. **The laws of jurisdiction of organization of Advanced Retail Technologies, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction, and this merger was approved in accordance with the laws of the State of Texas.**

4. **The Corporation hereby merges Checktronic, Inc. into the Corporation**

5. **Attached hereto as Exhibit A is a copy of the resolutions adopted on November 14, 1996 by the Board of Directors of the Corporation to merge Checktronic, Inc. into the Corporation.**

Executed on November 14, 1996.

ADVANCED RETAIL TECHNOLOGIES, INC.

By: *Harold Matson*
Name: Harold Matson
Title: CEO

FROM CORPORATION TRUST-DOVER, DE 3026748340
DEL DIVISION DE KORPORATION

(FRI) 11.22'96 18:29/ST. 18:29/NO. 4260103456 P 3
May 14.91 15:43 No.006 P.02

SERVICE OF PROCESS WHEN DELAWARE

COMPANY MERGES INTO FOREIGN COMPANY

The surviving corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of Checktronics, Inc. arising from the merger, including the rights of any dissenting stockholders thereof, and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings and agrees that service of any such process may be made by personally delivering to and leaving with such Secretary of State of the State of Delaware duplicate copies of such process; and hereby authorizes the Secretary of State of the State of Delaware to send forthwith by registered mail one of such duplicate copies of such process addressed to it at 1819 Firman Drive Suite 145, Richardson, TX 75081 unless said surviving corporation shall hereafter designate in writing to such Secretary of State of the State of Delaware a different address for such process, in which case the duplicate copy of such process shall be mailed to the last address so designated.

ADVANCED RETAIL TECHNOLOGIES, INC.**Special Meeting
of the Directors**

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FURTHER RESOLVED, that each of the officers of the Corporation is hereby authorized, for and on behalf of the Corporation, to draft, execute, deliver and file the appropriate documents to be filed by the Corporation and the Subsidiary pursuant to the Texas Business Corporation Act and the Delaware General Corporation Law;

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Resolutions of the Board of Directors

[attached]

CORPDAJ:57225.1 | 11224-00042