

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/29/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
TestEquity, Inc.		11/29/2005	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	TE Merger Subsidiary, Inc.
Street Address:	2450 Turquoise Circle
City:	Thousand Oaks
State/Country:	CALIFORNIA
Postal Code:	91320
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2246739	TESTEQUITY
Registration Number:	2291316	TQ
Registration Number:	2622029	TESTEQUITY

**CORRESPONDENCE DATA**

Fax Number: (213)443-2892  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (213) 620-1780  
 Email: shwang@sheppardmullin.com  
 Correspondent Name: Susan Hwang  
 Address Line 1: 333 South Hope Street, 48th Floor  
 Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	07NG-115116
NAME OF SUBMITTER:	Susan Hwang

CH \$90.00 2246739

Signature:

/susanhwang/

Date:

11/30/2005

Total Attachments: 2

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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:

"TESTEQUITY, INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "TE MERGER SUBSIDIARY, INC." UNDER THE NAME OF "TE MERGER SUBSIDIARY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2005, AT 8 O'CLOCK A.M.

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



4039225 8100M

050964112

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4324595

DATE: 11-29-05

TRADEMARK  
REEL: 003201 FRAME: 0321

CERTIFICATE OF MERGER

OF

TestEquity, Inc.,  
a California corporation

INTO

TE Merger Subsidiary, Inc.,  
a Delaware corporation

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is TE Merger Subsidiary, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is TestEquity, Inc., a California corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is TE Merger Subsidiary, Inc., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

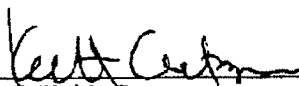
**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 100,000 shares of common stock with no par value.

**SIXTH:** The merger is to become effective upon filing with the office of the Delaware Secretary of State.

**SEVENTH:** The Agreement of Merger is on file at 2450 Turquoise Circle, Thousand Oaks, CA 91320, an office of the surviving corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of any of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, this 29<sup>th</sup> day of November, 2005.

  
Name: Keith Gertzman  
Title: Chief Executive Officer

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