

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
TE Merger Subsidiary, Inc.		11/29/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	TestEquity LLC
Street Address:	2450 Turquoise Circle
City:	Thousand Oaks
State/Country:	CALIFORNIA
Postal Code:	91320
Entity Type:	LIMITED LIABILITY COMPANY: 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:

12/01/2005

Total Attachments: 3

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Delaware

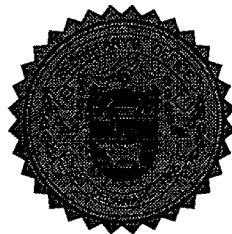
PAGE 1

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:

"TE MERGER SUBSIDIARY, INC.", A DELAWARE CORPORATION, WITH AND INTO "TESTEQUITY LLC" UNDER THE NAME OF "TESTEQUITY LLC", A LIMITED LIABILITY COMPANY 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 9 O'CLOCK A.M.

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



4042883 8100M

050964113

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4324738

DATE: 11-29-05

TRADEMARK
REEL: 003202 FRAME: 0282

CERTIFICATE OF MERGER

of

TE MERGER SUBSIDIARY, INC.
(a Delaware corporation)

with and into

TESTEQUITY LLC
(a Delaware limited liability company)

**Under Section 18-209 of the Delaware
Limited Liability Company Act**

The undersigned limited liability company, TestEquity LLC, hereby certifies that:

FIRST: The names and jurisdictions of formation and organization of the constituent limited liability company and corporation are as follows (the "Constituent Companies"):

<u>Name</u>	<u>Jurisdiction</u>
TestEquity LLC	Delaware
TE Merger Subsidiary, Inc.	Delaware

SECOND: An Agreement and Plan of Merger dated as of November 21, 2005, by and among the TE Merger Subsidiary, Inc., a Delaware corporation and TestEquity LLC, a Delaware limited liability company, providing for the merger of TE Merger Subsidiary, Inc. with and into TestEquity LLC, has been approved and executed by each of the Constituent Companies.

THIRD: The name of the surviving limited liability company is TestEquity LLC, a Delaware limited liability company.

FOURTH: The Certificate of Formation of TestEquity LLC shall be the Certificate of Formation of the surviving limited liability company.

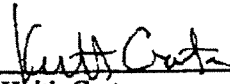
FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company at TestEquity LLC, 2450 Turquoise Circle, Thousand Oaks, California 91320.

SIXTH: A copy of the Agreement and Plan of Merger will be provided by the surviving limited liability company upon request and without cost, to any member or stockholder of the Constituent Companies.

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Merger on behalf of TestEquity LLC as its authorized officer and hereby affirms, under penalties of perjury, that this Certificate of Merger is the act and deed of such limited liability company and that the facts stated herein are true.

DATED: November 29, 2005

TESTEQUITY LLC,
a Delaware limited liability company

By: 
Name: Keith Gertzman
Title: Manager