

Form PTO-1594 (Rev. 07/05)
 OMB Collection 0651-0027 (exp. 6/30/2008)

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

**RECORDATION FORM COVER SHEET
 TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Solution Selling, Inc.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Sales Performance Holding Company

Internal Address: Suite 200

Street Address: 6230 Fairview Road

City: Charlotte

State: NC

Country: USA Zip: 28210

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Limited Liability Citizenship Delaware
 Other _____ Citizenship _____

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)

3. Nature of conveyance (Execution Date(s) :

Execution Date(s) April 27, 2005

- Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____

SEE ATTACHED SHEET FOR 7 MARKS

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

SEE ATTACHED SHEET LISTING ALL INFORMATION FOR 7 MARKS

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Summa, Allan & Additon, P.A.

Internal Address: _____

Street Address: 11610 N. Community House Rd
Suite 200

City: Charlotte

State: _____ Zip: 28277-2199

Phone Number: 704-945-6703

Fax Number: 704-945-6735

Email Address: ibashe@summalaw.com

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 190.00

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

0510

a. Credit Card Last 4 Numbers _____
 Expiration Date 06/2006

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Jesse B. Ashe, III

Signature

November 14, 2005

Date

Jesse B. Ashe, III

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$190.00 2926028

Additional Sheet Listing Seven (7) Registered Trademarks to be Assigned
via Merger Between Solution Selling, Inc. and Sales Performance Holding
Company Effective April 27, 2005

<u>Registration No.</u>	<u>Mark Description</u>	<u>Filing Date</u>
2926028	9 Block Vision Processing Model	03/12/2003
1647233	Solution Selling	04/24/1989
2746939	Solution Selling	09/30/2002
2984454	Pain Chains	12/20/2002
2984453	Pain Sheets	12/20/2002
2493630	Situational Fluency Prompter	03/22/1999
2866320	Solution Selling Sales Management	06/23/2003

This sheet accompanies the Recordation Form Cover Sheet submitted via
Facsimile to the Assignment Recordation Services on November 14, 2005
By Jesse B. Ashe, III of Summa, Allan & Additon, P.A. of Charlotte, NC,
28277.

Delaware

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The First State

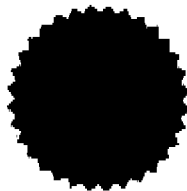
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SOLUTION SELLING, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SALES PERFORMANCE HOLDING COMPANY" UNDER THE NAME OF "SALES PERFORMANCE HOLDING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2005, AT 5:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2005, AT 11:59 O'CLOCK P.M.

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

3408488 8100M
050341048



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3842241

DATE: 04-27-05

TRADEMARK
REEL: 003227 FRAME: 0013

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:19 PM 04/27/2005
FILED 05:20 PM 04/27/2005
SRV 050341048 - 340848R FITZ

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(e) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name and state of incorporation of the constituent corporations are Sales Performance Holding Company, a Delaware corporation, and Solution Selling, Inc., a Delaware corporation.

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Sales Performance Holding Company, a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation as now in effect shall be its Certificate of Incorporation, upon the effective date of the merger.

FIFTH: The merger is to become effective on April 27, 2005 at 11:59 p.m.

SIXTH: The Plan of Merger is on file at an office of the surviving corporation, the address of which is 8230 Fairview Road, Suite 100, Charlotte, NC 28210.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 27th day of April, 2005.

SALES PERFORMANCE HOLDING COMPANY

By: 
Authorized Officer

Name: Keith M. Fazio
Title: President

04/27/05 10:20:00AM