

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/22/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Parago Promotional Services, Inc.		12/22/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Parago Promotional Services, Inc.
Street Address:	700 State Highway 121 Bypass
Internal Address:	Suite 200
City:	Lewisville
State/Country:	TEXAS
Postal Code:	75067
Entity Type:	CORPORATION: MARYLAND

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	76418792	WHERESEMYREBATE.COM
Serial Number:	76418794	REBATE SHOP

CORRESPONDENCE DATA

Fax Number: (214)745-5390
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 512-370-2870
 Email: docket@winstead.com
 Correspondent Name: Winstead Sechrest & Minick P.C.
 Address Line 1: P.O. Box 50784
 Address Line 2: Ross Spencer Garsson
 Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	471-17915-11
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CH \$65.00 76418792

NAME OF SUBMITTER:	Ross Spencer Garsson
Signature:	/Ross Spencer Garsson/
Date:	01/26/2006
Total Attachments: 9 source=17915-11 Parago Promotional DE to Promotional MD#page1.tif source=17915-11 Parago Promotional DE to Promotional MD#page2.tif source=17915-11 Parago Promotional DE to Promotional MD#page3.tif source=17915-11 Parago Promotional DE to Promotional MD#page4.tif source=17915-11 Parago Promotional DE to Promotional MD#page5.tif source=17915-11 Parago Promotional DE to Promotional MD#page6.tif source=17915-11 Parago Promotional DE to Promotional MD#page7.tif source=17915-11 Parago Promotional DE to Promotional MD#page8.tif source=17915-11 Parago Promotional DE to Promotional MD#page9.tif	

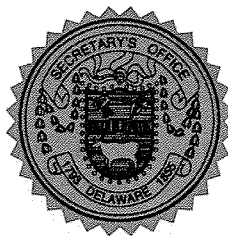
Delaware

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 OF "PARAGO PROMOTIONAL SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2005, AT 11:33 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2005.



3894949 8100

060028034

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4440334

DATE: 01-11-06

TRADEMARK

REEL: 003236 FRAME: 0024

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:34 PM 12/22/2005
FILED 11:33 AM 12/22/2005
SRV 051052397 - 3894949 FILE

CERTIFICATE OF MERGER

OF

**PARAGO PROMOTIONAL SERVICES, INC.,
a Delaware corporation**

WITH AND INTO

**PARAGO PROMOTIONAL SERVICES, INC.,
A Maryland corporation**

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Parago Promotional Services, Inc.	Delaware
Parago Promotional Services, Inc.	Maryland

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is "Parago Promotional Services, Inc.", a Maryland corporation.

FOURTH: That the Articles of Incorporation of Parago Promotional Services, Inc., a Maryland corporation which is surviving the merger, shall be the Articles of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 700 State Highway 121 Bypass, Suite 200, Lewisville, Texas 75067.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That Parago Promotional Services, Inc., a Maryland corporation, survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as

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well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 700 State Highway, 121 Bypass, Suite 200, Lewisville, TX 75067 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

EIGHTH: That this Certificate of Merger shall be effective on December 26, 2005.

Dated: December 21, 2005

Parago Promotional Services, Inc.,
a Maryland corporation

By: 

Kenneth R. Johnsen
President

Effected
12/26/05
STATE OF MARYLAND
DEPARTMENT OF ASSESSMENTS AND TAXATION
LUST ID: 00001713652
INDEX: 0001156730
DATE: 2005 12:45 PM
PRT. PAID: \$320.00

ARTICLES OF MERGER

MERGING

PARAGO PROMOTIONAL SERVICES, INC.
(a Delaware corporation)

INTO

PARAGO PROMOTIONAL SERVICES, INC.
(a Maryland corporation)

FIRST: Parago Promotional Services, Inc., a Delaware corporation ("PPS-DE"), and Parago Promotional Services, Inc., a Maryland corporation ("PPS"), have agreed that PPS-DE shall be merged into PPS. An Agreement and Plan of Merger (the "Plan") between the parties to the merger (the "Merger") has been approved, certified, executed and acknowledged by each of the parties to these articles of merger (the "Articles of Merger").

SECOND: PPS shall survive the Merger and shall continue under the name Parago Promotional Services, Inc.

THIRD: The parties to the Articles of Merger are PPS, a corporation organized and existing under the laws of the State of Maryland, and PPS-DE, a corporation incorporated on the 13th day of December, 2004 under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock of all classes which PPS-DE has authority to issue is ten thousand (10,000) shares of common stock, par value of \$0.01 each, aggregate par value of One Hundred Dollars (\$100.00).

The total number of shares of stock of all classes which PPS has authority to issue is ten thousand (10,000) shares of common stock, par value \$0.01 each, aggregate par value of One Hundred Dollars (\$100.00).

FIFTH: The manner and basis of converting or exchanging issued stock of PPS-DE into different stock shall be as follows: at the effective time, each share of outstanding capital stock of PPS-DE issued and outstanding immediately prior to the effective time (all of which is held by Parago, Inc.) shall, by virtue of the Merger hereunder and without any action on the part of the holders thereof, be automatically cancelled and retired and no consideration shall be delivered or paid in exchange therefor except for the indirect increase in the value of the common stock of PPS held by Parago, Inc.

SIXTH: The principal office of PPS in the State of Maryland is: 300 Lombard Street, Baltimore, Maryland 21202. The registered agent at such address is The Corporation Trust Company.

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STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 1/11/06 6

BY: Sherry J. Poulard, Custodian
This stamp represents our certification system. Effective: 6/95

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SEVENTH: PPS-DE, the merged corporation, does not own any property in the City of Baltimore, State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

EIGHTH: The Plan was approved in the manner and by the vote required by the charter and the laws of state incorporation of each party hereto.

NINTH: The Plan was approved by PPS in accordance with Section 3-105(a) of the Maryland General Corporation Law by a majority of the Board of Directors of PPS on the 21st day of December, 2005, without a vote of the stockholders of PPS.

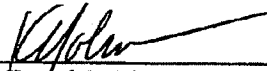
TENTH: The Plan was approved by PPS-DE in the manner and by the vote required by the laws of the State of Delaware and by the charter of PPS-DE.

ELEVENTH: The merger shall become effective on the 26th day of December, 2005.

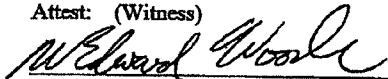
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IN WITNESS WHEREOF, Parago Promotional Services, Inc., a Delaware corporation, and Parago Promotional Services, Inc., a Maryland corporation, the corporations parties to the Merger, have caused the Articles of Merger to be signed in their respective corporate names and on their behalf by their respective presidents or vice-presidents and witnessed or attested by their respective secretaries or assistant secretaries all as of the 21st day of December, 2005.


Parago Promotional Services, Inc.,
a Delaware corporation

By: 
Kenneth R. Johnsen
President

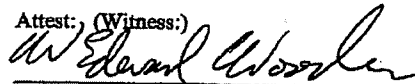
Attest: (Witness)


W. Edward Woodson, Assistant Secretary

Parago Promotional Services, Inc.,
a Maryland corporation

By: 
Kenneth R. Johnsen
President

Attest: (Witness)



W. Edward Woodson, Assistant Secretary

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THE UNDERSIGNED, President (or Vice-President) of Parago Promotional Services, Inc., a Delaware corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his/her knowledge, information and belief, the matters and the facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Kenneth R. Johnsen

THE UNDERSIGNED, President (or Vice-President) of Parago Promotional Services, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his/her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Kenneth R. Johnsen

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REEL: 003236 FRAME: 0030

(Note: Names must be typed under all signatures. Also, document must have backer setting forth the name and address of C T forwarding office to which certificate, receipt, acknowledgement or certified copies are to be returned.)

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