

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/24/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Martin Group, Inc		07/24/2006	CORPORATION: SOUTH DAKOTA

RECEIVING PARTY DATA

Name:	Martin and Associates, Inc
Street Address:	1515 N. Sanborn Blvd.
City:	Mitchell
State/Country:	SOUTH DAKOTA
Postal Code:	57301
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	76183020	MARTIN GROUP, INC.
Serial Number:	76183021	OMNIA
Registration Number:	2547289	

CORRESPONDENCE DATA

Fax Number: (617)772-8333
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: cody.tibbetts@weil.com, phyllis.depaola@weil.com
 Correspondent Name: Weil, Gotshal & Manges c/o Cody Tibbetts
 Address Line 1: 100 Federal Street, 34th Floor
 Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	61831.0003
NAME OF SUBMITTER:	Cody Tibbetts

CH \$90.00 76183020

Signature:	/Cody Tibbetts/
Date:	08/11/2006
Total Attachments: 4 source=MARTIN GROUP TM MERGER#page1.tif source=MARTIN GROUP TM MERGER#page2.tif source=MARTIN GROUP TM MERGER#page3.tif source=MARTIN GROUP TM MERGER#page4.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, WHICH MERGES:

"MARTIN GROUP, INC.", A SOUTH DAKOTA CORPORATION,
WITH AND INTO "MARTIN AND ASSOCIATES, INC." UNDER THE NAME OF "MARTIN AND ASSOCIATES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JULY, A.D. 2006, AT 5:11 O'CLOCK P.M.

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



4193018 8100M

060696428

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4923579

DATE: 07-24-06

TRADEMARK
REEL: 003367 FRAME: 0379

CERTIFICATE OF MERGER

MARTIN AND ASSOCIATES, INC., A DELAWARE CORPORATION

Pursuant to Title 8, Section 251 and Section 252 of the Delaware General Corporation Law ("DGCL"), Martin and Associates, Inc. (the "*Surviving Corporation*"), hereby executes this Certificate of Merger and states:

FIRST: The name of the surviving corporation is Martin and Associates, Inc. and the name of the foreign corporation being merged into the Surviving Corporation is Martin Group, Inc., a South Dakota corporation.

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

THIRD: The name of the surviving corporation is Martin and Associates, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on July 24, 2006.

SIXTH: The Agreement and Plan of Merger is on file at the principal office of the Surviving Corporation at 1515 N. Sanborn Blvd., Mitchell, SD 57301.

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 the constituent corporations.

[Remainder of Page Intentionally Omitted]

IN WITNESS WHEREOF, said Surviving Corporation has caused this certificate to be signed by an authorized officer, the 24th day of July, 2006.

MARTIN AND ASSOCIATES, INC.

By: /S/ Wayne Crosby
Name: Wayne Crosby
Title: Its Chief Financial Officer

SCHEDULE I

MARTIN GROUP, INC
76/183020

MISCELLANEOUS DESIGN
2547289

OMNIA
76/183021