## TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/19/2005

## **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Cherry Hill Photo Enterprises, Inc.		I10/19/2005 I	CORPORATION: NEW JERSEY

### **RECEIVING PARTY DATA**

Name:	Cherry Hill Photo Enterprises, Inc.	
Street Address:	1200 Haddonfield Road	
City:	Cherry Hill	
State/Country:	NEW JERSEY	
Postal Code:	08002	
Entity Type: CORPORATION: FLORIDA		

## PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1060473	UNIVERSITY OF SANTA CLAUS

## **CORRESPONDENCE DATA**

Fax Number: (215)665-1536

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 215-246-3132
Email: jlray@pelino.com
Correspondent Name: James L. Ray, Esq.

Address Line 1: 1650 Market Street, 32nd Floor

Address Line 2: Pelino & Lentz, P.C.

Address Line 4: Philadelphia, PENNSYLVANIA 19103

NAME OF SUBMITTER:	Robert Wolfe, President	
Signature:	/robert wolfe/	

TRADEMARK REEL: 003379 FRAME: 0766

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Date:	08/29/2006	
Total Attachments: 9		
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## FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

October 19, 2005

CHERRY HILL PHOTO ENTERPRISES, INC. 2050 BEN FRANKLIN DR UNIT 602 SARASOTA, FL 33236

Re: Document Number P05000138224

The Articles of Merger were filed October 19, 2005, for CHERRY HILL PHOTO ENTERPRISES, INC., the surviving Florida entity.

This document was electronically received and filed under FAX audit number H05000247390.

Should you have any further questions concerning this matter, please feel free to call (850) 245-6927, the Amendment Section.

Tracy Smith Document Specialist Division of Corporations

Letter Number: 305A00063724

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

### ARTICLES OF MERGER

OF

### CHERRY HILL PHOTO ENTERPRISES

#### AND

#### CHERRY HILL PHOTO ENTERPRISES, INC.

To the Secretary of State State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

- 1. Annexed hereto and made a part hereof is the Plan of Merger for merging Cherry Hill Photo Enterprises, a New Jersey corporation, with and into Cherry Hill Photo Enterprises, Inc., a Florida corporation.
- 2. The merger of Cherry Hill Photo Enterprises with and into Cherry Hill Photo Enterprises, Inc. is permitted by the laws of the jurisdiction of organization of Cherry Hill Photo Enterprises and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Cherry Hill Photo Enterprises was October 10, 2005.
- 3. The shareholders of Cherry Hill Photo Enterprises, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on October <u>10</u>, 2005 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Executed on October /o, 2005.

CHERRY HILL PHOTO ENTERPRISES

: Verry

Name: Robert C. Wolfe Capacity: President

CHERRY HILL PHOTO ENTERPRISES, INC.

By:

Name: Robert C. Wolfe Capacity: President

PLAN OF MERGER adopted for Cherry Hill Photo Enterprises, a business corporation organized under the laws of the State of New Jersey, by resolution of its Board of Directors on October \_/\_, 2005, and adopted for Cherry Hill Photo Enterprises, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on October \_/\_\_, 2005. The names of the corporations planning to merge are Cherry Hill Photo Enterprises, a business corporation organized under the laws of the State of New Jersey, and Cherry Hill Photo Enterprises, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Cherry Hill Photo Enterprises plans to merge is Cherry Hill Photo Enterprises, Inc.

- 1. Cherry Hill Photo Enterprises and Cherry Hill Photo Enterprises, Inc. shall, pursuant to the provisions of the New Jersey Business Corporation Act and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Cherry Hill Photo Enterprises, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Cherry Hill Photo Enterprises, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the New Jersey Business Corporation Act.
- 2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
- 3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.
- 4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
- 5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

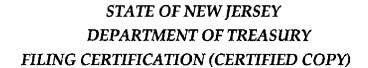
- 6. The merger of the non-surviving corporation with and into the surviving corporation shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.
- 7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
- 8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of October <u>/o</u>, 2005.

CHERRY HILL PHOTO ENTERPRISES

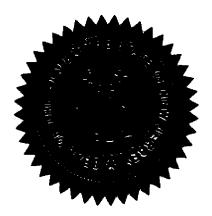
CHERRY HILL PHOTO ENTERPRISES, INC.

Robert C. Wolfe, President



## CHERRY HILL PHOTO ENTERPRISES, INC.

I, the Treasurer of the State of New Jersey, do hereby certify, that the above named business did file and record in this department the below listed document(s) and that the foregoing is a true copy of the CERTIFICATE OF MERGER/CONSOLIDATION FILED IN THIS OFFICE ON OCTOBER 19, 2005 as the same is taken from and compared with the original(s) filed in this office on the date set forth on each instrument and now remaining on file and of record in my office.



IN TESTIMONY WHEREOF, I have

hereunto set my hand and affixed my Official Seal at Trenton, this 24th day of October, 2005

U John F McCormac CPA

John E McCormac, CPA State Treasurer



REEL: 003379 FRAME: 0772

# New Jersey Division of Revenue Certificate of Merger/Consolidation

(Profit Corporations)



This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

1.	Type of Filing (check one):	X Merger	Consolidation	מס
2.	Name of Surviving Business Entity:	Cherry Hill	Photo Enterprises	s, Inc.
3.	Name(s)/Jurisdiction(s) of All Participation  Name Cherry Hill Photo Enterpole Cherry Hill Photo Enterpole	rises	s: Jurisdiction New Jersey Florida	Identification # Assigned by Treasurer (if applicable) 2884780990
4.	Date Merger/Consolidation adopted: Octob	ser /0 , 2005		
5.	Voting: (all corporations involved; attach add- a Corp. Name Cherry H111 Phot If applicable, set for	to Enterprise	s 66.6 <sup>(</sup>	Outstanding Shares ries of shares entitled to vote.
	Voting For 66.6	<del>.</del>	Voting Against	0; OR
	Merger/consolidation plan was adopted	by the unanimous wr	itten consent of the shareho	lders without a meeting (check) X
	-b Corp. Name Cherry Hill Phot If applicable, set for	o Enterprises th the number and de	s., Inc. 100 ( signation of any class or se	Outstanding Shares ries of shares entitled to vote.
	Voting For 100	<del>.</del>	Voting Against	0 ; OR
	Merger/consolidation plan was adopted	by the unanimous wr	itten consent of the shareho	lders without a meeting (check) X
	-c Corp. Name If applicable, set for	th the number and de	signation of any class or se	Outstanding Shares ries of shares entitled to vote.
	Voting For	_	Voting Against	; OR
	Merger/consolidation plan was adopted	by the unanimous wr	itten consent of the shareho	lders without a meeting (check)
6.	Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer:			
	The surviving business entity agrees that for the enforcement of any obligation of State, which is a party to this merger/cordissenting shareholder of such domestic	any domestic or for asolidation, and in a	reign corporation, previously proceeding for the en	usly amenable to suit in this forcement of the rights of a
	The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.			
	The Surviving Business Entity also agre domestic corporation the amount, if any			

7. Effective Date (see inst.): Upon filing.

Signature	Namo	Title	Date
Ceeleyla	Robert C. Wolfe	President of	10.11-05
Jew ole		Cherry Hill Photo E	
	Robert C. Wolfe	President of	10-10-05
		Cherry Hill Photo E	nterprises, inc.

<sup>\*\*</sup>Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

- 1. Cherry Hill Photo Enterprises and Cherry Hill Photo Enterprises, Inc. shall, pursuant to the provisions of the New Jersey Business Corporation Act and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Cherry Hill Photo Enterprises, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Cherry Hill Photo Enterprises, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the New Jersey Business Corporation Act.
- 2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
- 3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.
- 4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
- 5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

- 6. The merger of the non-surviving corporation with and into the surviving corporation shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.
- 7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
- 8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of October 10, 2005.

CHERRY HILL PHOTO ENTERPRISES

Robert C. Wolfe, President

CHERRY HILL PHOTO ENTERPRISES, INC.

Robert C. Wolfe, President

RECORDED: 08/29/2006