

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EBAGS, INC.		02/26/1999	CORPORATION: COLORADO

RECEIVING PARTY DATA

Name:	eBAGS, INC.
Street Address:	6060 Greenwood Plaza Boulevard
Internal Address:	Suite 110
City:	Greenwood Village
State/Country:	COLORADO
Postal Code:	80111
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	78729748	6PM
Serial Number:	78729740	6PM
Serial Number:	78730435	6PM.COM
Serial Number:	78729744	6PM.COM
Serial Number:	78730428	
Registration Number:	2606530	EBAGS
Registration Number:	2336304	GET CARRIED AWAY
Registration Number:	2526434	EBAGS

CORRESPONDENCE DATA

Fax Number: (720)566-4099
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 720-566-4000
 Email: trademarks@cooley.com
 Correspondent Name: Andrew Hartman

CH \$215.00 78729748

Address Line 1: 380 Interlocken Crescent
Address Line 2: Suite 900
Address Line 4: Broomfield, COLORADO 80021

ATTORNEY DOCKET NUMBER:	050009-201
NAME OF SUBMITTER:	Andrew Hartman
Signature:	/Andrew Hartman/
Date:	09/28/2006

Total Attachments: 11

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ARTICLES OF MERGER OF

DPC
19981058391 E BAGS, INC. *NCC's*
 (a Colorado corporation)

into

eBAGS, INC. (Delaware) *NCC*
 (a Delaware corporation)

17991046961 0
 \$ 60.00
 SECRETARY OF STATE
 03-12-1999 08:07:18

Pursuant to the provisions of § 7-111-105 of the Colorado Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. E Bags, Inc., a Colorado corporation (hereinafter referred to as E Bags Colorado), and eBags, Inc. (Delaware), a Delaware corporation (hereinafter referred to as eBags, Delaware) have entered into an Agreement and Plan of Merger which is attached hereto as Exhibit A pursuant to which E Bags Colorado will merge with and into eBags Delaware, and eBags Delaware shall be the surviving corporation.
2. The manner and basis of converted shares of capital stock of each corporation is as set forth in ARTICLE IV of the Agreement and Plan of Merger.
3. The number of shares cast for the Agreement and Plan of Merger by each voting group entitled to vote separately on the merger was sufficient for approval by that voting group.
4. The address of the principal office of eBags Delaware is 6040 Greenwood Plaza Blvd., Suite 110, Greenwood Village, CO 80111.
5. eBags Delaware appoints Eliot Cobb, 6040 Greenwood Plaza Blvd., Suite 110, Greenwood Village, CO 80111 as its registered agent in the State of Colorado to accept service in any proceeding to enforce any obligation or rights of dissenting shareholders of E Bags Colorado or in any proceeding based on a cause of action arising with respect to E Bags Colorado.
6. Upon the effective time of the merger, eBags Delaware agrees as follows:
 - a) It shall be governed by the laws of the State of Colorado with respect to foreign corporations;
 - b) It may be served with process in the State of Colorado in any proceeding or the enforcement of the rights of a dissenting shareholder of any such domestic corporation against eBags Delaware.
 - c) It irrevocably appoints Eliot Cobb as its agent to accept service of process in any such proceeding. Such service of process may be mailed to eBags Delaware:



Eliot Cobb
eBags, Inc.
6040 Greenwood Plaza Blvd., Suite 110
Greenwood Village, CO 80111

d) It agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they are entitled under the provisions of the Colorado Business Corporation Act.

7. The merger referred to above is to be effective on the later of (a) the date of filing hereof in the Office of the Secretary of State of Colorado or (b) the date of the filing of the Certificate of Merger in the Office of the Secretary of State of Delaware.

IN WITNESS WHEREOF, the undersigned have affixed their signatures hereto this 26th day of February, 1999.

E Bags, Inc.
(a Colorado corporation)

eBags, Inc. (Delaware)
(a Delaware corporation)

By: [Signature]
Its: President

By: [Signature]
Its: President

EXHIBIT A
Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER

BETWEEN

**eBAGS, INC. (DELAWARE)
(A DELAWARE CORPORATION)**

AND

**E BAGS, INC.
(A COLORADO CORPORATION)**

THIS AGREEMENT AND PLAN OF MERGER made and entered into on this 26th day of February, 1999 by and between eBags, Inc. (Delaware), a Delaware corporation (herein sometimes referred to as the Delaware Corporation or Surviving Corporation), and E Bags, Inc., a Colorado corporation (herein sometimes referred to as the Colorado Corporation), said corporations hereinafter sometimes referred to jointly as the Constituent Corporations.

WITNESSETH:

WHEREAS, the Delaware Corporation is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation, having been filed in the office of the Secretary of State of Delaware on February 9, 1999; and

WHEREAS, the Colorado Corporation is a corporation organized and existing under the laws of the State of Colorado, its Articles of Incorporation, as amended, originally having been filed in the office of the Secretary of State of the State of Colorado on March 27, 1998 and a Certificate of Incorporation having been issued by said Secretary of State on that date; and

WHEREAS, the board of directors of each of the Constituent Corporations deems it advisable that the Colorado Corporation be merged into the Delaware Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Delaware and the State of Colorado, respectively, which permit such merger;

NOW THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Delaware corporation and the Colorado Corporation, by their respective boards of directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The Colorado Corporation and the Delaware Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Colorado and of the

State of Delaware, by the Colorado Corporation merging into the Delaware Corporation, whereupon the Delaware Corporation shall be the Surviving Corporation.

ARTICLE II

The merger shall become effective at the later of (a) the date of the filing of Articles of Merger substantially in the form attached hereto as Annex 1 with the Secretary of State of the State of Colorado or (b) the date of the filing a Certificate of Merger substantially in the form attached hereto as Annex 2 with the Secretary of State of Delaware (the time when the merger shall so become effective being sometimes herein referred to as the ("Effective Date of the Merger")):

1. The two Constituent Corporations shall be a single corporation, which shall be the Delaware Corporation as the Surviving Corporation, and the separate existence of the Colorado Corporation shall cease except to the extent provided by the laws of the State of Colorado in the case of a corporation after its merger into another corporation;

2. The Delaware Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other rights of action, and all and every other interest of or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger;

3. The Delaware Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, and neither the right of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger;

4. The aggregate amount of the net assets of the Constituent Corporations which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation;

5. The Bylaws of the Delaware Corporation as existing and constituted immediately prior to the Effective Date of the Merger shall be and constitute the Bylaws of the Surviving Corporation; and

6. The board of directors, and the members thereof, and the officers of the Delaware Corporation immediately prior to the Effective Date of the Merger shall be and constitute the board of directors, and the members thereof and the officers of the Surviving Corporation.

ARTICLE III

The Certificate of Incorporation of the Delaware Corporation shall not be amended in any respect, by reason of this Agreement and Plan of Merger except that Article First is amended in its entirety to read as follows: "The name of the Corporation is eBags, Inc." The Certificate of Incorporation of the Delaware corporation as it is filed in the office of the Secretary of State of the State of Delaware immediately prior to the Effective Date shall constitute the Certificate of Incorporation of the Surviving Corporation as above amended, until further amended in the manner provided by law.

ARTICLE IV

The manner and basis of converting the shares, options, warrants and other legal rights to purchase shares, of each of the Constituent Corporations into shares of the Surviving Corporation is as follows:

1. The 100 shares of Common Stock, no par value, of the Delaware Corporation now owned and held by the Colorado Corporation shall be canceled and no shares of stock of the Delaware Corporation shall be issued in respect thereof, and the capital of the Delaware Corporation shall be deemed to be reduced by the amount of \$0.010, the amount represented by said 100 shares of stock.

2. Each of the shares of Common Stock, no par value, of the Colorado Corporation issued as of the Effective Date of the Merger shall be converted into one (1) fully paid and nonassessable share of Common Stock, \$0.0001 par value, of the Delaware Corporation.

3. Each share of the Colorado Corporation's Common Stock, no par value, which is the subject of any outstanding option or warrant granted by the Colorado Corporation or any shares which have been reserved for future options to be granted under existing option plans, or which is subject to issuance pursuant to any other legal obligation of the Colorado Corporation, shall become one (1) share of Common Stock, \$0.0001 par value, of the Delaware Corporation.

4. Notwithstanding any other provision hereof, no fractional shares of stock of the Delaware Corporation will be issued to holders of stock or of options to purchase stock of the Colorado Corporation.

5. After the Effective Date of the Merger, each owner of an outstanding certificate or certificates theretofore representing shares of the Colorado Corporation shall be entitled, upon surrendering such certificate or certificates to the Surviving Corporation, to receive in exchange therefor a certificate or certificates representing the number of shares of stock of the Surviving Corporation into which the shares of the Colorado Corporation theretofore represented by the surrendered certificate or certificates shall have been converted as hereinbefore provided. Until so surrendered, each outstanding certificate which, prior to the Effective Date of the Merger, represented shares of the Colorado Corporation, shall be deemed, for all corporate purposes, to represent the ownership of shares of the Surviving Corporation on the basis hereinbefore provided.

6. The Delaware Corporation agrees that it may be served with process in the State of Colorado in any proceeding for enforcement of any obligation of the Colorado Corporation as well as for the enforcement of any obligations of the Delaware Corporation arising from the merger.

ARTICLE V

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law are necessary or desirable to vest in the Surviving Corporation the title to any property rights of the Colorado Corporation, the proper officers and directors of the Colorado Corporation shall and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE VI

This Agreement and Plan of Merger shall be submitted to the shareholders and stockholders of each of the Constituent Corporations, as provided by law, and shall take effect and become the Agreement and Plan of Merger of said corporations upon the approval or adoption thereof by the shareholders and stockholders of each of the Constituent Corporations in accordance with the requirements of the laws of the State of Colorado and the State of Delaware, respectively, and upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the State of Colorado and the State of Delaware.

Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by either of the Constituent Corporations by an appropriate resolution of its board of directors at any time prior to its approval or adoption by the shareholders and stockholders thereof, or by the mutual consent of the Constituent Corporations evidenced by appropriate resolutions of their respective boards of directors at any time prior to the Effective Date of the Merger.

IN WITNESS WHEREOF, the Delaware Corporation and the Colorado Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have caused this Agreement and Plan of Merger to be executed by the President and attested by the Secretary of each party hereto, and the corporate seal affixed.

ATTEST:

eBags, Inc. (Delaware)
(a Delaware Corporation)

[Signature]
Secretary

By: *[Signature]*
Its: PRESIDENT

ATTEST:

E Bags, Inc.
(a Colorado Corporation)

[Signature]
Secretary

By: *[Signature]*
Its: PRESIDENT

CERTIFICATE OF THE SECRETARY

OF

E BAGS, INC., (DELAWARE) A DELAWARE CORPORATION

I, Eliot Cobb, the secretary of eBags, Inc. (Delaware), a Delaware Corporation, hereby certify that this Agreement and Plan of Merger, after having been first duly signed on behalf of eBags, Inc., a Delaware Corporation by the President, was duly adopted and approved by a unanimous vote of the holders of the outstanding stock entitled to vote there.

WITNESS my hand this 26th day of February, 1999.

Eliot Cobb
Secretary

E BAGS, INC., A COLORADO CORPORATION

I, Eliot Cobb, the secretary of E Bags, Inc., a Colorado Corporation, hereby certify that this Agreement and Plan of Merger, after having been first duly signed on behalf of E Bags, Inc., a Colorado Corporation by the President, was duly adopted and approved at a special meeting of the stockholders held on 2/26/99, by the holders of a majority of the outstanding stock entitled to vote thereon and by all other requisite votes of the shareholders.

WITNESS my hand this 26th day of February, 1999.

Eliot Cobb
Secretary

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CERTIFICATE OF MERGER OF

E BAGS, INC.
(a Colorado corporation)

Into

eBAGS, INC. (Delaware)
(A Delaware corporation)

Under Section 252 of the
General Corporation Law of Delaware

We, the undersigned, being the President and Secretary of eBags, Inc. (Delaware), a Delaware corporation, do hereby certify as follows:

1. The constituent corporations of the merger referred to in this Certificate are eBags, Inc. (Delaware), a Delaware corporation (hereinafter referred to as eBags-Delaware) and E Bags, Inc., a Colorado corporation (hereinafter referred to as E Bags-Colorado).
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of said constituent corporations in accordance with the provisions of Section 252 of the General Corporation Law of Delaware.
3. eBags-Delaware is the corporation surviving the merger referred to.
4. The Certificate of Incorporation of eBags-Delaware shall be the Certificate of Incorporation of the surviving corporation. No amendments are made to the Certificate of Incorporation of eBags-Delaware as a result of this merger except that Article First of the Certificate of Incorporation of E Bags-Delaware shall be amended to read in its entirety as follows: "First. The name of the corporation is eBags, Inc."
5. The executed Agreement and Plan of Merger is on file at the principal place of business of eBags-Delaware, the surviving corporation, which address is 6040 Greenwood Plaza Blvd., Suite 110, Greenwood Village, CO 80111.
6. A copy of the Agreement and Plan of Merger will be furnished by eBags-Delaware, upon request, and without cost, to any stockholder of either constituent corporation.
7. The authorized capital stock of E Bags-Colorado is 20,000,000 shares of stock, consisting of one class of share with no par value per share, which shares are designated common stock.

8. The instrument and the merger referred to herein shall become effective on as of the later of (a) the date of the filing of the Articles of Merger in the office of the Colorado Secretary of State or (b) the date of the filing of this Certificate of Merger in the office of the Delaware Secretary of State.

Dated: 2/26/99.

eBags, Inc. (Delaware)
a Delaware corporation

By: *Jim Loh*
Its: SECRETARY

E Bags, Inc.
a Colorado corporation

By: *Jim Loh*
Its: SECRETARY