

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/09/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
"X" Prize Foundation, Inc.		06/02/2004	CORPORATION: MARYLAND

RECEIVING PARTY DATA

Name:	"X" Prize Foundation, Inc.
Street Address:	722-A Spirit of Saint Louis Boulevard
City:	Chesterfield
State/Country:	MISSOURI
Postal Code:	63005
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2362855	THE NEW RACE TO SPACE
Registration Number:	2362851	YOUR TICKET TO SPACE
Serial Number:	78147212	FIRST TICKET TO SPACE
Registration Number:	2419370	THE NEW SPIRIT OF ST. LOUIS
Registration Number:	2043774	X PRIZE
Registration Number:	2482585	X PRIZE
Registration Number:	2191584	X PRIZE
Registration Number:	2729380	THE NEW RACE TO SPACE
Registration Number:	2269918	NEW SPIRIT OF ST. LOUIS
Registration Number:	2269345	NEW SPIRIT OF ST. LOUIS
Registration Number:	2779738	YOUR TICKET TO SPACE
Registration Number:	2809060	THE NEW SPIRIT OF ST. LOUIS
Registration Number:	2828162	EGGS PRIZE

CH \$340.00 2362855

TRADEMARK

CORRESPONDENCE DATA

Fax Number: (314)259-2020
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (314) 259-2000
Email: mapaskar@bryancave.com
Correspondent Name: Mark A. Paskar
Address Line 1: 211 N. Broadway
Address Line 2: Suite 3600
Address Line 4: Saint Louis, MISSOURI 63102

ATTORNEY DOCKET NUMBER:	C029436/0192222
NAME OF SUBMITTER:	Mark A. Paskar
Signature:	/Mark A. Paskar/
Date:	10/27/2006

Total Attachments: 7
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Delaware

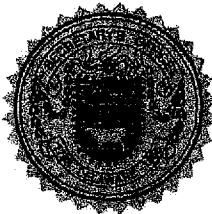
PAGE 1

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:

"X" PRIZE FOUNDATION, INC.", A MARYLAND CORPORATION,
WITH AND INTO "X" PRIZE FOUNDATION, INC." UNDER THE NAME OF
"X" PRIZE FOUNDATION, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE NINTH DAY OF JUNE, A.D. 2004, AT
3:11 O'CLOCK P.M.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3169506

DATE: 06-14-04

TRADEMARK
REEL: 003417 FRAME: 0285

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:11 PM 06/09/2004
FILED 03:11 PM 06/09/2004
N 040427860 - 3775205 FILE

CERTIFICATE OF MERGER

of

"X" PRIZE FOUNDATION, INC.

(A Maryland Corporation)

into

"X" PRIZE FOUNDATION, INC.

(A Delaware Corporation)

Pursuant to the provisions of the General Corporation Law of the State of Delaware, as amended (the "Delaware Act") the undersigned corporations adopt the following Certificate of Merger (the "Articles") for the purpose of effecting a merger in accordance with the provisions of Section 256 of the Delaware Act permitting a merger of a nonstock corporation of another jurisdiction with and into a nonstock corporation of the State of Delaware.

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger, who are both incorporated under the general corporation laws of their respective states, is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>	<u>DATE OF INCORPORATION</u>
"X" Prize Foundation, Inc.	Delaware	March 10, 2004
"X" Prize Foundation, Inc.	Maryland	May 16, 1994

SECOND: An Agreement and Plan of Merger (the "Plan of Merger") was adopted, approved, certified, executed and acknowledged in accordance with the provisions of Section 256 of the Delaware Act providing for the merger of "X" Prize Foundation, Inc., a Maryland non-stock corporation ("X Prize Maryland"), with and into "X" Prize Foundation, Inc., a Delaware non-stock corporation ("X Prize Delaware") and is incorporated and attached hereto as Exhibit A.

THIRD: Following the merger, the separate existence of X Prize Maryland shall cease and X Prize Delaware shall continue as the surviving corporation in the merger (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of X Prize Delaware, as in effect immediately prior to the merger, shall be the Certificate of Incorporation of the Surviving Corporation until duly amended or repealed as provided therein or as otherwise provided by law.

FIFTH: The terms and conditions of the transaction set forth in these Articles were advised, authorized and unanimously approved by both X Prize Delaware's and X Prize Maryland's Board of Trustees and Members at their respective meetings held on March 8, 2004 in a manner and by a vote as required by each respective entity's Articles and Bylaws and in conformance with the relevant laws of Delaware and Maryland.

SIXTH: The Registered Agent of X Prize Delaware is National Registered Agents, Inc., 9 East Loockerman Street, Suite 1B, City of Dover, County of Kent, Zip Code 19901, in the State of Delaware. The Registered Agent of X Prize Maryland is William John Armstrong III, 1804 Briggs Chaney Road, City of Silver Spring, County of Montgomery, Zip Code 20905 in the State of Maryland. The Registered Agent of the Surviving Corporation shall be National Registered Agents, Inc., 9 East Loockerman Street, Suite 1B, City of Dover, County of Kent, Zip Code 19901, in the State of Delaware.

SEVENTH: The Agreement and Plan of Merger shall be on file at the Surviving Corporation's principal place of business which is located at 722-A Spirit of Saint Louis Boulevard, Chesterfield, Missouri 63005.

EIGHTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any member of X Prize Maryland or X Prize Delaware.

Dated June 2, 2004

"X" PRIZE FOUNDATION, INC., a Delaware Corporation

By: 

Greg Maryniak
CEO/Executive Director

Dated June 2, 2004

"X" PRIZE FOUNDATION, INC., a Maryland Corporation

By: 

Greg Maryniak
CEO/Executive Director

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

of

"X" PRIZE FOUNDATION, INC.

(A Maryland Corporation)

and

"X" PRIZE FOUNDATION, INC.

(A Delaware Corporation)

This AGREEMENT AND PLAN OF MERGER (this "Agreement") entered into on June 2, 2004 by and between "X" PRIZE FOUNDATION, a Delaware nonstock corporation ("X Prize Delaware") and "X" PRIZE FOUNDATION, a Maryland nonstock corporation ("X Prize Maryland").

RECITALS

WHEREAS, X Prize Maryland and X Prize Delaware share common charitable and educational purposes, shared interests, and substantially common membership; and

WHEREAS, X Prize Maryland and X Prize Delaware and the respective Boards of Trustees thereof deem it advisable and to the advantage, welfare and best interests of such corporations and their respective Members to merge X Prize Maryland with and into X Prize Delaware pursuant to (i) the provisions of the General and Business Corporation Law of Maryland, as amended (the "Maryland Act"), and (ii) the provisions of the General Corporation Law of the State of Delaware, as amended (the "Delaware Act"), upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, to effect the merger and in consideration of the foregoing and of the mutual agreement of the parties hereto, the parties hereby agree as follows:

1. Upon the Effective Time (as defined in Section 2) of the merger, pursuant to the provisions of the Maryland Act and the Delaware Act, X Prize Maryland shall be merged with and into a single corporation, X Prize Delaware. Following the Merger, the separate existence of X Prize Maryland shall cease and X Prize Delaware shall continue as the surviving corporation (the "Surviving Corporation") and such Surviving Corporation shall be governed by the laws of Delaware.

2. The Merger shall become effective upon the filing of the Articles and Certificate of Merger and such other documents as are required by the Maryland Act and

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the Delaware Act, as applicable, to be filed (the time of such filing being the "Effective Time").

3. At the Effective Time and without any further action on the part of X Prize Delaware and X Prize Maryland, the Certificate of Incorporation of X Prize Delaware, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until duly amended or repealed as provided therein or as otherwise provided by law.

4. At the Effective Time and without any further action on the part of X Prize Delaware and X Prize Maryland, the Bylaws of X Prize Delaware, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until duly amended or repealed as provided therein or as otherwise provided by law.

5. At the Effective Time and without any further action on the part of X Prize Delaware and X Prize Maryland, the Trustees and the Officers of X Prize Delaware immediately prior to the Effective Time shall be the Trustees and Officers of the Surviving Corporation, respectively, each of such Trustees and Officers to hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

6. At the Effective Time and without further action on the part of X Prize Delaware and X Prize Maryland, all members of X Prize Delaware shall continue to be members of the Surviving Corporation and all members of X Prize Maryland who are not already members of X Prize Delaware shall automatically become members of the Surviving Corporation.

7. The Surviving Corporation shall be considered the legal successor of interest to both X Prize Maryland and X Prize Delaware and any gift or bequest given by name to either entity shall rightfully belong to the Surviving Corporation.

* * *

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed on the day and year first above written on behalf of each of the parties hereto.

"X" PRIZE FOUNDATION, INC., a Maryland Corporation

By: 

Name: Gregg Maryniak

Title: CEO/Executive Director

"X" PRIZE FOUNDATION, INC., a Delaware Corporation

By: 


Name: Gregg Maryniak

Title: CEO/Executive Director

State of Missouri)
) ss
County of St. Louis)

I, Gregg Maryniak, Secretary of "X" Prize Foundation, Inc., a nonstock corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of "X" Prize Foundation, Inc., a nonstock corporation of the State of Maryland, was duly adopted pursuant to Section 256 of the General Corporation Law of the State of Delaware as well as Section 3-105 and Section 5-207(b) of the Corporations and Associations Code of the State of Maryland with sufficient approval by each Corporation's Board of Directors and Members

WITNESS my hand on this 7 day of June, 2004.

By: 
Secretary of "X" Prize Foundation, Inc.,
A Delaware Corporation