

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
US Synthetic Holdings Corporation		12/31/2004	CORPORATION: UTAH
US Synthetic Corporation		12/31/2004	CORPORATION: UTAH

**RECEIVING PARTY DATA**

Name:	US Synthetic Corporation
Street Address:	1260 South 1600 West
City:	Orem
State/Country:	UTAH
Postal Code:	84058
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Serial Number:	76543725	SUNDANCE
Serial Number:	76543814	SUNDANCE

**CORRESPONDENCE DATA**

Fax Number: (801)478-0076  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 801-478-0071  
 Email: marks@utahpatents.com  
 Correspondent Name: Bretton L. Crockett  
 Address Line 1: 734 East 200 South  
 Address Line 4: Salt Lake City, UTAH 84102

ATTORNEY DOCKET NUMBER:	3814-5.USSC.TM
NAME OF SUBMITTER:	Bretton L. Crockett

OP \$65.00 76543725

Signature:

/Bretton L. Crockett/

Date:

04/02/2007

**Total Attachments: 5**

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**State of Utah**  
 DEPARTMENT OF COMMERCE  
 Division of Corporations & Commercial Code

DELAYED EFFECTIVE DATE

This form must be type written or computer generated. For your convenience, this form has been designed to be filled out and printed online.

File Number: \_\_\_\_\_

Non-Refundable Processing Fee:	
<input type="checkbox"/> Domestic	\$27.00
<input type="checkbox"/> Foreign	\$37.00

696968-01A2

**Articles of Merger / Share Exchange**

US Synthetic Holdings Corporation, a Utah corporation and US Synthetic Corporation, a Utah corporation 1408366-01A2  
 the non-surviving corporations

Into  
 US Synthetic Corporation, a Delaware corporation  
 the surviving corporation

**MERGER**

**ARTICLE I - Surviving Corporation**

**Section 1**

The name of the corporation surviving the merger is US Synthetic Corporation and such name  has  has not been changed as a result of the merger.

**Section 2**

- A. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Utah Revised Business Corporation Act incorporated on \_\_\_\_\_
- B. The surviving corporation is a foreign corporation incorporated under the laws of the State of Delaware and  qualified  not qualified to do business in Utah.  
 Note: If application for Certificate of Authority to Transact Business is filed concurrently herewith state "Upon approval of Application for Certificate of Authority."
- C. The effective date of the merger described herein shall be December 31, 2004.
- D. The principal office address of the surviving corporation is 1260 South 1600 West, Orem, Utah 84058.

**ARTICLE II - Non-surviving Corporation(s)**

The name, state of incorporation, and date incorporation or qualification (if applicable) respectively, of each Utah domestic corporation and Utah qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation: US Synthetic Holdings Corporation  
 State of Domicile: Utah Date of Incorporation / Qualification in Utah: May 4, 1978  
 Name of Corporation: US Synthetic Corporation  
 State of Domicile: Utah Date of Incorporation / Qualification in Utah: May 18, 1998  
 Name of Corporation: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_  
 State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_  
 Name of Corporation: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_  
 State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_

**ARTICLE III - Plan of Merger or Share Exchange**

The Agreement and Plan of Merger, containing such information as required by Utah Code 16-10a-1101, is set forth in "Exhibit A", attached hereto and made a part hereof.

**ARTICLE IV - Manner of Adoption & Vote of Surviving Corporation (must complete Section 1 or 2)**

**Section 1**

Shareholder vote not required.

The merger/ share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

**EXPEDITE RECEIVED**  
 DEC 29 2004  
 Utah Div. of Corp. & Comm. 1408366-01A2

12-29-04 10:55:55 AM

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code

I hereby certified that the foregoing has been filed  
And approved on this 22 day of Dec 20 04  
In this office of this Division and hereby issued  
this Certificate thereof.

Examiner pm Date 12.3.05



Kathy Berg  
Kathy Berg  
Division Director

Date: 12/29/2004  
Receipt Number: 1336192  
Amount Paid: \$1,107.40

CACI 92:30640-52-21

**Section 2**

Vote of shareholders (complete either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on December 28, 2004 and signed by all shareholders entitled to vote.

B. Vote of shareholders during a meeting called by the Board of Directors.

	<u>TOTAL</u>	<u>A</u>	<u>B</u>	<u>C</u>
Designation of each voting group (i.e. preferred and common)	_____	_____	_____	_____
Number of outstanding shares	_____	_____	_____	_____
Number of votes entitled to be cast	_____	_____	_____	_____
Number of votes represented at meeting	_____	_____	_____	_____
Shares voted in favor	_____	_____	_____	_____
Shares voted against	_____	_____	_____	_____

**ARTICLE V - Manner of Adoption & Vote of Non-surviving Corporations (must complete Section 1 or 2)**

**Section 1**

Shareholder vote not required.

The merger/ share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

**Section 2**

Vote of shareholders of each of the Non-surviving Corporations (complete either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent of each Non-surviving Corporation, both executed on December 28, 2004, and both signed by all shareholders entitled to vote.

B. Vote of shareholders during a meeting called by the Board of Directors.

	<u>TOTAL</u>	<u>A</u>	<u>B</u>	<u>C</u>
Designation of each voting group (i.e. preferred and common)	_____	_____	_____	_____
Number of outstanding shares	_____	_____	_____	_____
Number of votes entitled to be cast	_____	_____	_____	_____
Number of votes represented at meeting	_____	_____	_____	_____
Shares voted in favor	_____	_____	_____	_____
Shares voted against	_____	_____	_____	_____

In Witness Whereof, the undersigned being the \_\_\_\_\_ Vice President of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this 28th day of December, 2004.

Loren R. Armstrong  
Signature

Loren R. Armstrong  
Printed Name

<p>Mail In: PO Box 146705 Salt Lake City, UT 84114-6705 Walk In: 160 East 300 South, Main Floor Information Center: (801) 530-4849 Toll Free: (877) 526-3994 (within Utah) Fax: (801) 530-6438 Web Site: <a href="http://www.commerce.utah.gov">http://www.commerce.utah.gov</a></p>
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EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (this "Agreement") is made and entered into as of the 28th day of December, 2004, by and among US Synthetic Holdings Corporation, a Utah corporation ("USHC Utah"), US Synthetic Corporation, a Utah corporation ("USSC Utah") and US Synthetic Corporation, a Delaware corporation ("USSC Delaware").

WHEREAS, USHC Utah, USSC Utah and USHC Delaware desire to merge into a single corporation pursuant to Section 252 of the General Corporation Law of the State of Delaware and Section 16-10a-1107 of the Utah Revised Business Corporation Act; and

WHEREAS, the parties intend that this merger shall constitute a "reorganization" pursuant to section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and this Agreement shall constitute a "plan of reorganization" for such purposes.

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, USHC Utah, USSC Utah and USSC Delaware do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

**FIRST:** USHC Utah and USSC Utah shall be and hereby are merged with and into USSC Delaware. USSC Delaware shall be "Surviving Corporation" in such merger.

**SECOND:** The Certificate of Incorporation of USSC Delaware, as in effect on the Effective Date (hereinafter defined), shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

**THIRD:** The manner of converting the outstanding shares of the capital stock of USSC Utah into shares of the Surviving Corporation shall be as follows:

On the Effective Date, each share of USHC Utah and USSC Utah capital stock which is outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled. From and after the Effective Date, the holders of certificates representing shares of capital stock of USHC Utah and USSC Utah outstanding immediately prior to the Effective Date of the Merger shall cease to have any rights with respect to such certificates.

**FOURTH:** The terms and conditions of the merger are as follows:

(a) The Bylaws of USSC Delaware as they shall exist on the Effective Date shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein.

(b) The directors and officers of USSC Delaware shall continue as the directors and officers of the Surviving Corporation in office until the next annual meeting of the stockholders or directors, respectively or until their successors shall have been duly elected and qualified.

(c) This merger shall become effective as of the close of business on December 31, 2004.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of USHC Utah and USSC Utah shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of USSC Delaware, USHC Utah and USSC Utah shall be as effectively the property of the Surviving Corporation as they were of USSC Delaware, USHC Utah and USSC Utah respectively. USHC Utah and USSC Utah hereby agree from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of USHC Utah and USSC Utah acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of USHC Utah, USSC Utah and the Surviving Corporation are fully authorized in the name of USHC Utah and USSC Utah or otherwise to take any and all such action.

(e) This Agreement constitutes a plan of reorganization to be carried out as set forth herein.