

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/16/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JMP HOLDING COMPANY, INC.		07/16/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JACK MORTON WORLDWIDE INC.
Street Address:	400 Professional Drive, Suite 260
City:	Gaithersburg
State/Country:	MARYLAND
Postal Code:	20879
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	2511931	AUDIENCE ALIGNMENT PROCESS
Registration Number:	2440357	BRANDEXPRESS
Registration Number:	1601691	DENBY
Registration Number:	2431402	DENBY
Registration Number:	2250041	EXPERIENTIAL COMMUNICATIONS
Registration Number:	2521670	EXPERIENTIAL ENVIRONMENTS
Serial Number:	77105945	EXPOVILLAGE
Registration Number:	2007044	JACK MORTON
Registration Number:	1419489	JMP
Registration Number:	2131231	LAUNCH-IN-A-BOX
Registration Number:	1840837	MEETING IN A BOX
Registration Number:	2747828	
Registration Number:	2258464	RIGHT SOURCE

CH \$465.00 2511931

Registration Number:	2075463	SOLUTION SHEET
Registration Number:	2469744	THE BEST ROUTE TO A 360° EXPERIENCE
Registration Number:	2747829	THE EXPERIENCE TO INSPIRE
Registration Number:	2220805	THE VIRTUAL EVENT
Registration Number:	2450662	WE BUILD EXPERIENCES

CORRESPONDENCE DATA

Fax Number: (212)813-5901

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

Phone: 212-813-5900

Email: anicolescu@fzlz.com

Correspondent Name: SUSAN UPTON DOUGLASS

Address Line 1: FROSS ZELNICK LEHRMAN & ZISSU, P.C.

Address Line 2: 866 UNITED NATIONS PLAZA

Address Line 4: NEW YORK, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	JHC 07/06960
NAME OF SUBMITTER:	Susan Upton Douglass
Signature:	/anca nicolescu/
Date:	07/24/2007

Total Attachments: 5

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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 OWNERSHIP, WHICH MERGES:

"JMP HOLDING COMPANY, INC.", A DELAWARE CORPORATION,
WITH AND INTO "JACK MORTON WORLDWIDE INC." UNDER THE NAME OF "JACK MORTON WORLDWIDE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF JULY, A.D. 2007, AT 7:32 O'CLOCK P.M.

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

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070819200



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5852269

DATE: 07-18-07

TRADEMARK
REEL: 003587 FRAME: 0899

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:32 PM 07/16/2007
FILED 07:32 PM 07/16/2007
SRV 070819200 - 0550421 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

JMP HOLDING COMPANY, INC.
(a Delaware corporation)

INTO

JACK MORTON WORLDWIDE INC.
(a Delaware corporation)

(Pursuant to Section 253 of the General Corporation Law of Delaware)

It is hereby certified that:

1. Jack Morton Worldwide Inc. (hereinafter referred to as the "Corporation") is a business corporation of the State of Delaware:

2. The Corporation is the owner of all of the outstanding shares of the stock of JMP Holding Company, Inc., which is also a business corporation of the State of Delaware.

3. On July 12, 2007, the Board of Directors of the Corporation adopted the following resolutions to merge JMP Holding Company, Inc. into the Corporation:

RESOLVED that JMP Holding Company, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of JMP Holding Company, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by JMP Holding Company, Inc. in its name.

RESOLVED that this Corporation shall assume all of the obligations of JMP Holding Company, Inc.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be upon filing.

Executed on July 16th, 2007.

Jack Morton Worldwide Inc.

By:



Nicholas J. Camera
Vice President & Secretary

CONFIRMATORY ASSIGNMENT
TO RECTIFY INCORRECT PTO RECORD

WHEREAS, JMP Holding Company, Inc., a corporation organized and existing under the laws of the State of Delaware, located at Suite 1300, 1105 N. Market Street, Wilmington, DE ("Assignee") is the owner of U.S. Reg. No. 1,419,489 for JMP (the "Trademark"); and

WHEREAS, the United States Patent and Trademark Office has inadvertently recorded that the Trademark was assigned to Meridian Bank, a corporation organized and existing under the laws of the State of Pennsylvania, located at 35 North Sixth Street, P.O. Box 1102, Reading, PA ("Meridian Bank"); and

WHEREAS, the nature of the transaction was in fact a security interest in the Trademark by Meridian Bank to Assignee; and

WHEREAS, the underlying debt to Meridian Bank has been satisfied and the parties wish to rectify the PTO records.

NOW, THEREFORE, the parties agree and acknowledge the following:

1. Effective June 27, 1996, Meridian Bank, Reading, Pennsylvania merged with and into CoreStates Bank, National Association, Philadelphia, Pennsylvania with the resulting title being CoreStates Bank, National Association; and
2. Effective May 15, 1998, CoreStates Bank, National Association, Philadelphia, Pennsylvania (Charter Number 1) merged with and into First Union National Bank, Charlotte, North Carolina (Charter Number 22693) under the charter and title of First Union National Bank, Charlotte, North Carolina (Charter Number 22693). The resulting bank title is First Union National Bank; and
3. Effective April 1, 2002, Wachovia Bank, National Association, Winston-Salem, North Carolina, Charter Number 1559 merged into and under the charter of First Union National Bank,

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Charlotte, North Carolina, Charter Number 1 with the resulting title of Wachovia Bank, National Association; and

4. Effective March 1, 2006, Wachovia Bank, National Association, Charlotte, North Carolina (Charter No. 1), merged with and into Western Financial Bank, National Association (Charter No. 24648), subsequent to the conversion on March 1, 2006, of Western Financial Bank, Irvine, California, to a national banking association named Western Financial Bank, National Association. The title of the resulting bank is Wachovia Bank, National Association, with its main office located at 301 South College Street, Suite 4000, One Wachovia Center, Charlotte, North Carolina 28288-0013 ("Wachovia" or "Assignor"); and

5. Wachovia is desirous of clarifying the record in the USPTO and to clarify that it is not the owner of the Trademark.

6. For good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee any and all right, title and interest in and to the Trademark, together with the goodwill of the business symbolized by the Trademark and the identified registrations therefor, and with all claims arising out of or relating to the use or ownership of the Trademark, effective as of the date of incorrect assignment of the Trademark to Assignor, with the understanding that Assignor never held title to the Trademark, and the purpose of this "Assignment" is solely for the purpose of rectifying the PTO record.

WACHOVIA BANK, N.A.

By: *Carmen R. Adams*

Name: Carmen R. Adams

Title: Vice President

Date of Signature: *March 16, 2007*