

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/13/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CLAL ACQUISITION CORPORATION		05/30/2007	CORPORATION: DELAWARE
Guard Financial Group, Inc.		05/30/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Guard Financial Group, Inc.
Street Address:	16 South River Street
City:	Wilkes-Barre
State/Country:	DELAWARE
Postal Code:	18703
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 19**

Property Type	Number	Word Mark
Registration Number:	1392605	AMGUARD INSURANCE COMPANY
Registration Number:	2382386	COOPERATIVE CARE PROGRAM
Registration Number:	2276901	DIRECT DRAFT PROGRAM
Registration Number:	1995504	EASTGUARD INSURANCE COMPANY
Registration Number:	1737061	EXCELLENCE IN INSURANCE
Serial Number:	77035973	GUARDCO
Registration Number:	2328688	GUARD COOPERATIVE CARE
Registration Number:	2890017	GUARD E-Z RATE
Registration Number:	2730579	GUARD FINANCIAL GROUP
Serial Number:	77036061	GUARD PREMIUM FINANCE
Serial Number:	77036078	INTERGUARD

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Registration Number:	1559254	NORGUARD INSURANCE COMPANY
Registration Number:	2938728	THE GUARD WAY
Registration Number:	2944719	WESTGUARD
Registration Number:	2986148	WESTGUARD
Registration Number:	2250453	YOUR BUSINESS IS OUR BUSINESS
Registration Number:	1614207	GUARD INSURANCE GROUP
Registration Number:	1674513	
Registration Number:	2738863	GUARD FINANCIAL GROUP

**CORRESPONDENCE DATA**

Fax Number: (703)413-2220  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 703-413-3000  
Email: tmdocket@oblon.com  
Correspondent Name: Jeffrey H. Kaufman  
Address Line 1: 1940 Duke Street  
Address Line 4: Alexandria, VIRGINIA 22314

ATTORNEY DOCKET NUMBER:	312653US33
NAME OF SUBMITTER:	Jeffrey H. Kaufman
Signature:	/Jeffrey H. Kaufman/
Date:	07/27/2007

**Total Attachments: 5**  
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# Delaware

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*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:

"CLAL ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "GUARD FINANCIAL GROUP, INC." UNDER THE NAME OF "GUARD INSURANCE GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MAY, A.D. 2007, AT 10:25 O'CLOCK A.M.

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

0934077 8100M

070638957



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5714330

DATE: 05-30-07

TRADEMARK  
REEL: 003590 FRAME: 0975

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:26 AM 05/30/2007  
FILED 10:25 AM 05/30/2007  
SRV 070638957 - 0934077 FILE

**CERTIFICATE OF MERGER****OF****CLAL ACQUISITION CORPORATION**  
(a Delaware corporation)**WITH AND INTO****GUARD FINANCIAL GROUP, INC.**  
(a Delaware corporation)**(Under Section 251 of the General  
Corporation Law of the State of Delaware)**

Guard Financial Group, Inc. hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:

(a) Clal Acquisition Corporation, a Delaware corporation ("Merger Sub");  
and

(b) Guard Financial Group, Inc., a Delaware corporation (the "Company").

2. An Agreement and Plan of Merger (the "Merger Agreement"), setting forth the terms and conditions of the merger of Merger Sub with and into the Company (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251(c) of the Delaware General Corporation Law.

3. The surviving corporation of the Merger (the "Surviving Corporation") is the Company, which shall change its name to "Guard Insurance Group, Inc."

4. The Certificate of Incorporation of the Surviving Corporation shall be amended and restated to read as set forth in Annex 1 hereto.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at 16 South River Street, Wilkes-Barre, Pennsylvania 18703.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The effective time of the Merger shall be immediately upon the filing of this Certificate of Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed  
as of the 30th day of May, 2007.

**GUARD FINANCIAL GROUP, INC.**

By: *Susan W. Shoval*  
Name: Susan W. Shoval  
Title: President

*[Signature Page to Certificate of Merger]*

TRADEMARK

REEL: 003590 FRAME: 0977

**ANNEX 1****CERTIFICATE OF INCORPORATION  
OF  
GUARD INSURANCE GROUP, INC.****ARTICLE ONE****NAME**

The name of the corporation is Guard Insurance Group, Inc. (the "Corporation").

**ARTICLE TWO****ADDRESS OF REGISTERED AGENT**

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE THREE****PURPOSE**

The nature of the business or the purpose to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE FOUR****CAPITAL STOCK**

The total number of shares of stock that the Corporation has authority to issue is 3,000 shares of Common Stock, with a par value of \$.001 per share.

**ARTICLE FIVE****EXISTENCE**

The Corporation is to have perpetual existence.

**ARTICLE SIX****BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

**ARTICLE SEVEN****MEETINGS OF STOCKHOLDERS**

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation. Election of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

**ARTICLE EIGHT****INDEMNIFICATION**

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this **ARTICLE EIGHT** shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE NINE****AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein, by the unanimous written consent of the board of directors of the Corporation and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.