

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rmax, Inc.		07/27/2006	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Rmax Operating, LLC
Street Address:	3811 Turtle Creek Blvd., Suite 900
City:	Dallas
State/Country:	TEXAS
Postal Code:	75219
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	1404940	MULTI-MAX
Registration Number:	1380451	R-MATTE
Registration Number:	1140794	RMAX
Registration Number:	1182936	RMAX
Registration Number:	1228466	THERMASHEATH
Registration Number:	2638100	RDECK
Registration Number:	2186257	DURASHEATH
Registration Number:	1144174	THERMAROOF
Registration Number:	3208718	ULTRA-MAX

CORRESPONDENCE DATA

Fax Number: (214)200-0558
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 214-651-5066

CH \$240.00 1404940

Email: jeff.becker@haynesboone.com
Correspondent Name: Jeffrey M. Becker
Address Line 1: 901 Main Street, Suite 3100
Address Line 4: Dallas, TEXAS 75202-3789

ATTORNEY DOCKET NUMBER:	20687.17
NAME OF SUBMITTER:	Jeffrey M. Becker
Signature:	/Jeffrey M. Becker/
Date:	08/14/2007

Total Attachments: 5

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Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Rmax Operating, LLC
Filing Number: 800675717

Certificate of Merger

July 27, 2006

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 14, 2007.



A handwritten signature in black ink that reads "Phil Wilson".

Phil Wilson
Secretary of State

CERTIFICATE OF MERGER
OF
RMAX, INC.,
a Texas corporation
WITH AND INTO
RMAX OPERATING, LLC,
a Texas limited liability company

FILED
In the Office of the
Secretary of State of Texas

JUL 27 2006

Corporations Section

July 27, 2006

The undersigned companies organized and existing under and by virtue of the Texas Business Corporation Act ("*TBCA*") and the Texas Business Organizations Code (the "*TBOC*"), do hereby certify that:

FIRST: The name and state of formation of each of the constituent corporations of the merger are set forth below:

<u>Name</u>	<u>Type of Entity</u>	<u>State of Incorporation</u>
Rmax, Inc. (" <i>Rmax</i> ")	Corporation	Texas
Rmax Operating, LLC (" <i>Rmax LLC</i> ")	Limited Liability Company	Texas

SECOND: An Agreement and Plan of Merger (the "*Plan of Merger*") between Rmax and Rmax LLC has been approved, adopted, certified, executed and acknowledged by each of the constituent companies in accordance with the requirements of Section 5.03 of the TBCA, Chapter 10 of the TBOC and by all actions required by the laws under which Rmax and Rmax LLC were formed and the governing documents of Rmax and Rmax LLC.

THIRD: Rmax LLC, a Texas limited liability company, shall be the surviving corporation.

FOURTH: The Certificate of Formation of Rmax LLC shall be the Certificate of Formation of the surviving company, and no amendments or changes to the Certificate of Formation of Rmax LLC are desired to be effected by the merger.

FIFTH: The merger is to become effective on July 31, 2006.

SIXTH: The executed Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 3811 Turtle Creek Blvd, Suite 900, Dallas, Texas 75219.

SEVENTH: A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost to any shareholder or member of any constituent company.

EIGHTH: The number of shares authorized and outstanding of each corporation that is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Par Value per Share</u>	<u>Number of Shares Authorized and Outstanding</u>
Rmax	Common	\$0.01	2,000,000
Rmax	7% Junior Preferred Stock	\$0.01	1,046,160
Rmax	7% Senior Preferred Stock	\$0.01	592,257

NINTH: As to each of the undersigned corporations, the approval of whose shareholders is required, the number of outstanding shares of each class or series of stock of such corporation entitled to vote, with other shares or as a class, on the Plan of Merger are as follows:

<u>Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Class or Series</u>	<u>Number of Shares Entitled to Vote as a Class or Series</u>
Rmax	2,000,000	Common	N/A
Rmax	1,046,160	7% Junior Preferred Stock	N/A
Rmax	592,257	7% Senior Preferred Stock	N/A

TENTH: The Plan of Merger which was required to be approved by a majority of the shares entitled to vote of each of the constituent corporations, was unanimously approved by the shareholders of the constituent corporations as follows:

<u>Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class or Series</u>
Rmax	2,000,000	0	Common
Rmax	1,046,160	0	7% Junior Preferred Stock
Rmax	592,257	0	7% Senior Preferred Stock

ELEVENTH: As to Rmax LLC, the Plan of Merger was duly approved and authorized by all actions required by the TBOC and Rmax LLC's constituent documents.

TWELFTH: The surviving company, Rmax LLC, will be responsible for the payment of all fees and franchise taxes due from Rmax and will be obligated to pay any fees and franchise taxes if not timely filed by Rmax.

[Remainder of Page Intentionally Left Blank; Signature Page to Follow]

IN WITNESS WHEREOF, this Certificate was executed as of the date first written above.

RMAX, INC., a Texas corporation

By: Richard W. Griner
Richard W. Griner
President

RMAX OPERATING, LLC, a Texas limited liability company

Hart Group, Inc., its sole member

By: Richard W. Griner
Richard W. Griner
President