

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/18/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VCG, Inc.		09/18/2007	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	VCG, LLC
Street Address:	1805 Old Alabama Road
Internal Address:	Suite 250
City:	Roswell
State/Country:	GEORGIA
Postal Code:	30076
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2326230	C-PAS
Registration Number:	2393062	C-PAS AGENTS
Registration Number:	2458081	C-PAS REPORTER
Registration Number:	2425726	C PAS WEBRECRUITER
Registration Number:	2196197	STAFFSUITE
Registration Number:	2798622	STAFFSUITE WORLDLINK
Registration Number:	2096858	TEMPWARE-V
Registration Number:	2412045	VCG
Registration Number:	2598561	WEBPAS
Registration Number:	2791912	WEBPAS WORLDLINK
Serial Number:	78942516	POINTWING

CORRESPONDENCE DATA

900088671

**TRADEMARK
 REEL: 003634 FRAME: 0605**

OP \$290.00 2326230

Fax Number: (404)962-6836
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 404-885-3697
Email: trademarks@troutmansanders.com
Correspondent Name: Anne E. Yates
Address Line 1: 600 Peachtree Street, N.E.
Address Line 2: Troutman Sanders LLP - Suite 5200
Address Line 4: Atlanta, GEORGIA 30308-2216

ATTORNEY DOCKET NUMBER:	32412.8
NAME OF SUBMITTER:	Anne E. Yates
Signature:	/aey/
Date:	10/05/2007

Total Attachments: 3
source=Certificate of Merger#page1.tif
source=Certificate of Merger#page2.tif
source=Certificate of Merger#page3.tif

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:

"VCG, INC.", A GEORGIA CORPORATION,

WITH AND INTO "VCG, LLC" UNDER THE NAME OF "VCG, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2007, AT 1:25 O'CLOCK P.M.

4362841 8100M

071025984



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6007546

DATE: 09-18-07

TRADEMARK
REEL: 003634 FRAME: 0607

CERTIFICATE OF MERGER

OF

VCG, INC., a Georgia corporation

WITH AND INTO

VCG, LLC, a Delaware limited liability company

**(Under Section 18-209 of the Delaware Limited Liability Company Act
and Section 14-2-1109 of the Georgia Business Corporation Code)**

The undersigned hereby certifies that:

1. The name and jurisdiction of formation or organization of each Delaware limited liability company and other business entity which is to merge is:
 - (a) VCG, LLC, a Delaware limited liability company ("VCG, LLC"); and
 - (b) VCG, Inc., a Georgia corporation ("VCG, Inc.").
2. An agreement of merger has been approved and executed by each of VCG, LLC and VCG, Inc. The merger has been duly approved by the shareholders of VCG, Inc.
3. The name of the surviving business entity is VCG, LLC, a Delaware limited liability company.
4. The merger is to become effective upon filing of this Certificate of Merger with the Secretary of State of Delaware.
5. The executed agreement of merger pursuant to which the merger is being consummated is on file at the principal place of business of the VCG, LLC, which is the surviving limited liability company. The address of the principal place of business of the surviving limited liability company is:

VCG, LLC
1805 Old Alabama Road
Suite 250
Roswell, Georgia 30076
6. A copy of the agreement of merger will be furnished by VCG, LLC, on request and without charge, to any member of VCG, LLC or any shareholder of, or other person holding an interest in, VCG, Inc.

TRADEMARK

REEL: 003634 FRAME: 0608

IN WITNESS WHEREOF, the undersigned limited liability company has caused its duly authorized officer to execute and deliver this Certificate of Merger on September 18, 2007.

VCG, LLC,
a Delaware limited liability company

By:



Name: Anne Bailey

Title: Secretary