

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Deck The Walls, Inc.		12/29/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Franchise Concepts, Inc.
Street Address:	101 South Hanley
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63105
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2281326	DECK THE WALLS
Registration Number:	1553680	DECK THE WALLS
Registration Number:	1554089	DECK THE WALLS

CORRESPONDENCE DATA

Fax Number: (713)650-3396
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 7136503000
 Email: t.deborah@att.net
 Correspondent Name: Deborah L Taylor
 Address Line 1: 1300 McGowen Street
 Address Line 4: Houston, TEXAS 77004

ATTORNEY DOCKET NUMBER:	FCI/DTW
NAME OF SUBMITTER:	Deborah L. Taylor

OP \$90.00 2281326

Signature:

/deborah l. taylor/

Date:

11/13/2007

Total Attachments: 2

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**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT
Section 253**

CERTIFICATE OF OWNERSHIP MERGING

Deck The Walls, Inc.

INTO

Franchise Concepts, Inc.

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

Franchise Concepts, Inc., a corporation incorporated on the 2nd day of April, 1990, pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that this corporation owns 100% of the capital stock of Deck The Walls, Inc., a corporation incorporated on the 1st day of May, 1990, A.D., pursuant to the provisions of the General Corporation Law of the State of Delaware, and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the day of 9th day of May, 2006, A.D., determined to merge into itself said Deck The Walls, Inc., effective January 1, 2007, which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns 100% of the outstanding stock of Deck The Walls, Inc., a corporation organized and existing under the laws of the State of Delaware, and

WHEREAS this corporation desires to merge into itself the said Deck The Walls, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said **Deck The Walls, Inc.**, effective as of January 1, 2007 for accounting purposes only, and assumes all of its liabilities and obligations, and

FURTHER RESOLVED, that an authorized officer of this corporation be and he is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said **Deck The Walls, Inc.** and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this certificate to be signed by an authorized officer this 29th day of December, 2006, A.D.

By: 
Joseph A. Lynch
Chief Financial Officer