

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                |
|-----------------------|----------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER         |
| EFFECTIVE DATE:       | 11/14/2007     |

**CONVEYING PARTY DATA**

| Name            | Formerly | Execution Date | Entity Type           |
|-----------------|----------|----------------|-----------------------|
| CPS Group, Inc. |          | 11/14/2007     | CORPORATION: NEW YORK |

**RECEIVING PARTY DATA**

|                   |                                     |
|-------------------|-------------------------------------|
| Name:             | Cynergy Data, LLC                   |
| Street Address:   | 45 West 36th St.                    |
| Internal Address: | 6th Floor                           |
| City:             | New York                            |
| State/Country:    | NEW YORK                            |
| Postal Code:      | 10018                               |
| Entity Type:      | LIMITED LIABILITY COMPANY: DELAWARE |

**PROPERTY NUMBERS Total: 5**

| Property Type        | Number  | Word Mark                       |
|----------------------|---------|---------------------------------|
| Registration Number: | 2797089 | CYNERGY DATA                    |
| Registration Number: | 2822474 | CYNERGY DATA                    |
| Registration Number: | 2850502 | CYNERGY DATA YOUR LAST ACQUIRER |
| Registration Number: | 3038842 | VIMAS                           |
| Registration Number: | 2966052 |                                 |

**CORRESPONDENCE DATA**

Fax Number: (734)222-4776  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (734) 222-4776  
 Email: pfalkenstein@jaffelaw.com  
 Correspondent Name: Peter M. Falkenstein  
 Address Line 1: 201 S. Main St.  
 Address Line 2: Suite 300

**CH \$140.00 2797089**

Address Line 4: Ann Arbor, MICHIGAN 48104

NAME OF SUBMITTER: Peter M. Falkenstein

Signature: //Peter M. Falkenstein//

Date: 11/20/2007

Total Attachments: 5  
source=Merger#page1.tif  
source=Merger#page2.tif  
source=Merger#page3.tif  
source=Merger#page4.tif  
source=Merger#page5.tif

FILING RECEIPT

=====

ENTITY NAME: CYNERGY DATA, LLC

DOCUMENT TYPE: MERGER (FOR LLC)  
PROCESS

COUNTY: NEWY

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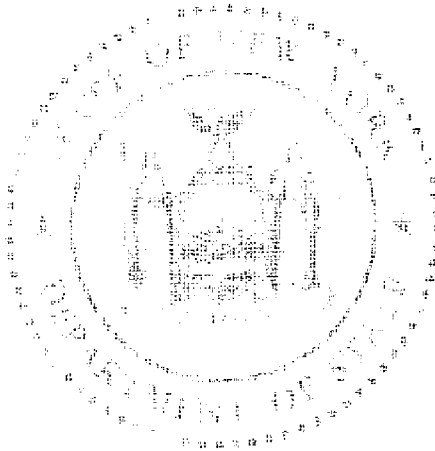
FILED: 11/14/2007 DURATION: \*\*\*\*\* CASH#: 071114000484 FILM #: 071114000442

FILER:  
-----  
SUSAN R. MCMASTER  
27777 FRANKLIN ROAD, SUITE 2500  
  
SOUTHFIELD, MI 48034-8214

EFFECT DATE  
-----  
11/14/2007

ADDRESS FOR PROCESS:  
-----  
THE LLC  
45 W. 36TH STREET, 6TH FLOOR  
NEW YORK, NY 10018

REGISTERED AGENT:  
-----



CONSTITUENT NAME: C.P.S. GROUP, INC.

=====

SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD. - 30

SERVICE CODE: 30

FEEs                    370.00  
-----  
FILING                   60.00  
TAX                      0.00  
CERT                     0.00  
COPIES                  10.00  
HANDLING                300.00

PAYMENTS               370.00  
-----  
CASH                     0.00  
CHECK                    0.00  
CHARGE                   0.00  
DRAWDOWN                370.00  
    OPAL                   0.00  
REFUND                    0.00

=====

DOS-1025 (04/2007)

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany, on  
November 14, 2007.

*Paul LaPointe*

Paul LaPointe  
Special Deputy Secretary of State

071114000442

New York State  
Department of State  
Division of Corporations, State Records  
and Uniform Commercial Code  
Albany, NY 12231  
www.dos.state.ny.us

CERTIFICATE OF MERGER

OF

C P S GROUP, INC

*(Insert name of Domestic Entity)*

AND

CYNERGY DATA, LLC

*(Insert name of Foreign Limited Liability Company)*

INTO

CYNERGY DATA, LLC

*(Insert name of Foreign Limited Liability Company)*

Under Section 1003 of the Limited Liability Company Law

FIRST: The name (and if the name has been changed, the name under which it was formed) and jurisdiction of formation or organization of each limited liability company or other business entity that is to merge is: C.P.S. Group, Inc. (New York) and Cynergy Data, LLC  
(Delaware)

SECOND: For each domestic limited liability company and domestic other business entity, the date when its initial articles of organization or formation document was filed with Department of State is: January 21, 1998

THIRD: For each foreign limited liability company and foreign other business entity, the jurisdiction and date of filing of its original articles of organization or formation document and the date when its application for authority was filed with the Department of State is (if no such application has been filed, a statement to such effect and a statement that the foreign surviving limited liability company is not to do business in this state until it has filed an application for authority with the Department of State):  
The date of the original filing in Delaware took place on 10/04/2007.  
The date it was authorized in New York is 10/29/2007.

FOURTH: The agreement of merger has been approved and executed by each domestic limited liability company or other business entity that is to merge

FIFTH: The name of the surviving foreign limited liability company is: \_\_\_\_\_  
Cynergy Data, LLC

SIXTH: (optional) The future effective date of the merger, which does not exceed 30 days from the date of filing, is: November 14, 2007

SEVENTH: The surviving foreign limited liability company may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of any domestic limited liability company, domestic business corporation or domestic other business entity previously amenable to suit in this state that is to merge and for the enforcement that is provided in the Limited Liability Company Law of the right of members of any domestic limited liability company, shareholders of any domestic business corporation or owners of any domestic other business entity to receive payment for their interests against the surviving foreign limited liability company

EIGHTH: Pursuant to Section 623 of the Business Corporation Law, Section 1005 of the Limited Liability Company Law or any applicable statute, the surviving foreign limited liability company will promptly pay to the shareholders of each domestic business corporation, members of each domestic limited liability company or owners of any constituent other business entity the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, Limited Liability Company Law and any applicable statute relating to the right of shareholders, members and owners to receive payment for their interest.

NINTH: The Secretary of State is designated as agent of the foreign limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process served upon him or her is: 45 W. 36th Street, 6th Floor, New York, New York 10018

TENTH: This merger is permitted by the jurisdiction of incorporation or organization for each foreign other business entity and foreign limited liability company and is in compliance therewith

ELEVENTH: The agreement of merger is on file at the following place of business of the surviving foreign limited liability company: 45 W. 26th Street, 6th Floor, New York, New York 10018

TWELFTH: A copy of the agreement of merger will be furnished by the surviving foreign limited liability company on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement

C.P.S. GROUP, INC.

(Name of Domestic Entity)

X

(Signature)

Marcelo Paladini

(Type or print name)

Chief Executive Officer

(Title of signer)

CYNERGY DATA, LLC

(Name of Foreign Limited Liability Company)

X

(Signature)

Marcelo Paladini

(Type or print name)

Manager

(Title of signer)

071114000442

CERTIFICATE OF MERGER  
OF

C.P.S. GROUP, INC.

*(Insert name of Domestic Entity)*

AND

CYNERGY DATA, LLC

*(Insert name of Foreign Limited Liability Company)*

INTO

CYNERGY DATA, LLC

*(Insert name of Foreign Limited Liability Company)*

Under Section 1003 of the Limited Liability Company Law

Filed by: Susan R. McMaster  
*(Name)*  
27777 Franklin Road, Suite 2500  
*(Mailing address)*  
Southfield, MI 48034-8214  
*(City State and Zip code)*

**DRAWDOWN  
DELANEY #30**

NOTE: This form was prepared by the New York State Department of State for filing a certificate of merger with a foreign limited liability company survivor. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee made payable to the Department of State.

*(For office use only)*

<sup>1-4</sup>  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED NOV 14 2007  
TAX \$ \_\_\_\_\_  
BY:                     

2007 NOV 14 AM 10:55

RECEIVED

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TRADEMARK