

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Avanquest Publishing USA, Inc.		03/01/2008	CORPORATION: CALIFORNIA
Nova Development		03/01/2008	CORPORATION: CALIFORNIA
Global Software Publishing, North America, Inc.		03/01/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Avanquest North America Inc.
Street Address:	23801 Calabasas Road
Internal Address:	Suite 2005
City:	Calabasas
State/Country:	CALIFORNIA
Postal Code:	91302
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 36**

Property Type	Number	Word Mark
Registration Number:	2466475	BUSINESS CARD FACTORY
Registration Number:	3231825	BUSINESS PLAN WRITER
Registration Number:	3134003	CREATIVE HOME
Registration Number:	3109234	DISK ACCELERATOR PRO
Registration Number:	2183881	ANIMATION EXPLOSION
Registration Number:	2895646	ART EXPLOSION
Registration Number:	3111974	ART EXPLOSION PUBLISHER
Registration Number:	2962417	ART EXPLOSION PUBLISHER PRO
Registration Number:	2367836	ART EXPLOSION T-SHIRT FACTORY
Registration Number:	2168005	ART MANIA

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Registration Number:	2251867	EXPLOSION
Registration Number:	2290239	FONT EXPLOSION
Registration Number:	2498083	GREETING CARD FACTORY
Registration Number:	2874463	IDEASOFT
Registration Number:	2968359	IDEASOFT
Registration Number:	2472419	LABEL FACTORY
Serial Number:	78907902	MEDIANOW
Registration Number:	2496158	MORE WAYS TO SHOW YOU CARE
Registration Number:	2893256	NOVA DEVELOPMENT
Registration Number:	2893257	NOVA DEVELOPMENT
Registration Number:	3370977	PC TUTOR
Registration Number:	2374481	PERFECT PEEL
Registration Number:	2374482	PERFECTSHIRT
Registration Number:	2738543	PHOTO EXPLOSION
Registration Number:	2666881	PLANETART
Registration Number:	2264219	PRINT ARTIST
Registration Number:	2357503	PRINT EXPLOSION
Registration Number:	2656311	SCRAPBOOK FACTORY
Registration Number:	2636482	SCRAPBOOK STUDIO
Registration Number:	2120879	SOLITAIRE MANIA
Serial Number:	77352245	START HERE. FINISH AHEAD.
Registration Number:	2495310	T-SHIRT FACTORY
Registration Number:	2935085	TRANSFER YOUR PC
Registration Number:	2660713	VIDEO EXPLOSION
Registration Number:	2106495	WEB EXPLOSION
Serial Number:	77422285	PLANETART

**CORRESPONDENCE DATA**

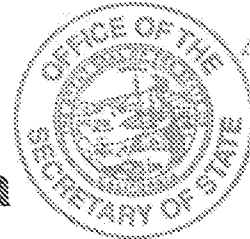
Fax Number: (626)577-8800  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 6267959900  
Email: pto@cph.com  
Correspondent Name: Christie, Parker & Hale, LLP  
Address Line 1: Post Office Box 7068  
Address Line 4: Pasadena, CALIFORNIA 91109-7068

ATTORNEY DOCKET NUMBER: N234-NOVA DEVELOPMENT

NAME OF SUBMITTER:	Daniel R. Kimbell
Signature:	/Daniel R. Kimbell/
Date:	04/24/2008

**Total Attachments: 10**

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State of California  
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 9 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 11 2008

DEBRA BOWEN  
Secretary of State

## AGREEMENT OF MERGER

OF

**ENDORSED - FILED**  
 In the office of the Secretary of State  
 of the State of California

NOVA DEVELOPMENT,

MAR - 7 2008

AVANQUEST PUBLISHING USA, INC.

EFFECTIVE  
 DATE

AND

APR - 1 2008

GLOBAL SOFTWARE PUBLISHING, NORTH AMERICA, INC.

AGREEMENT OF MERGER entered into as of March 1, 2008, by NOVA DEVELOPMENT, a California corporation, AVANQUEST PUBLISHING USA, INC., a California corporation, and GLOBAL SOFTWARE PUBLISHING, NORTH AMERICA, INC., a Delaware corporation, as approved by the Board of Directors of each of said entities:

1. Effective as of April 1, 2008 (the "Effective Date of the Merger"), each of Avanquest Publishing USA, Inc., which is a corporation incorporated in the State of California, and Global Software Publishing, North America, Inc., which is a corporation incorporated in the State of Delaware, and each of which is sometimes hereinafter referred to as a "Disappearing Corporation", shall be merged with and into Nova Development, which is a corporation incorporated in the State of California, and which is sometimes hereinafter referred to as the "Surviving Corporation."

2. The separate existence of each Disappearing Corporation shall cease on the Effective Date of the Merger in accordance with the provisions of the General Corporation Law of the State of California and the General Corporation Law of the State of Delaware.

3. The Surviving Corporation shall continue its existence under the name "Avanquest North America Inc." pursuant to the provisions of the General Corporation Law of the State of California.

4. The Articles of Incorporation of Nova Development as in force and effect at the Effective Date of the Merger shall be the Articles of Incorporation of the Surviving Corporation except that Article ONE thereof, relating to the name of the Surviving Corporation, is hereby amended and changed so as to read as follows as of the Effective Date of the Merger:

"ONE: The name of the Corporation is Avanquest North America Inc."

The Articles of Incorporation of the Surviving Corporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of California.

5. The bylaws of Nova Development as in force and effect at the Effective Date of the Merger shall be the bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of California.

6. The directors and officers in office of Nova Development on the Effective Date of the Merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

7. The issued shares of each Disappearing Entity shall, on the Effective Date of the Merger, be cancelled, and no consideration shall be given in exchange for such shares. The issued shares of Nova Development shall not be converted or exchanged in any manner nor shall any consideration be paid therefor, but each such share which is issued as of the Effective Date of the Merger shall continue to represent one issued share of the Surviving Corporation.

8. The Agreement of Merger herein entered into and approved shall be submitted to the sole shareholder entitled to vote thereon of each Disappearing Entity and of the sole shareholder entitled to vote thereon of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of California and the General Corporation Law of the State of Delaware.

9. In the event that this Agreement of Merger shall have been approved by the sole shareholder entitled to vote thereon of each Disappearing Entity and of the sole shareholder entitled to vote thereon of the Surviving Corporation in the manner prescribed by the provisions of the General Corporation Law of the State of California and the General Corporation Law of the State of Delaware, each Disappearing Entity and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California and the State of Delaware and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of each Disappearing Entity and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

*[Remainder of Page Intentionally Blank; Signature Page Follows]*

Execution

IN WITNESS WHEREOF, each of the undersigned has duly executed and delivered this Agreement of Merger as of March 1, 2008.

NOVA DEVELOPMENT

By:   
Name: Todd Hejstain  
Title: President

By:   
Name: Sharon Chiu  
Title: Secretary

AVANQUEST PUBLISHING USA, INC.

By: \_\_\_\_\_  
Name: Thierry Bonnefoi  
Title: Executive Vice President

By:   
Name: Sharon Chiu  
Title: Secretary

GLOBAL SOFTWARE PUBLISHING,  
NORTH AMERICA, INC.

By: \_\_\_\_\_  
Name: Jean Guetta  
Title: Chairman and President

By:   
Name: Sharon Chiu  
Title: Secretary

Execution

IN WITNESS WHEREOF, each of the undersigned has duly executed and delivered this Agreement of Merger as of March 1, 2008.

NOVA DEVELOPMENT

By: \_\_\_\_\_  
Name: Todd Helfstein  
Title: President

By: \_\_\_\_\_  
Name: Sharon Chiu  
Title: Secretary

AVANQUEST PUBLISHING USA, INC.

By: \_\_\_\_\_  
Name: Thierry Bornefbi  
Title: Executive Vice President

By: \_\_\_\_\_  
Name: Sharon Chiu  
Title: Secretary

GLOBAL SOFTWARE PUBLISHING,  
NORTH AMERICA, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: Chairman and President

By: \_\_\_\_\_  
Name: Sharon Chiu  
Title: Secretary



CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

Todd Helfstein and Sharon Chiu state and certify that:

1. They are the President and Secretary, respectively, of Nova Development, a California corporation.

2. The agreement of merger in the form attached was duly approved by the Board of Directors and sole shareholder of the corporation.

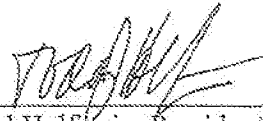
3. The corporation has only one class of shares and the total number of outstanding shares is 1,400.

4. The shareholder percentage vote required for the aforesaid approval was 100% of the outstanding shares entitled to vote.

5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he or she signed the foregoing certificate in the official capacity set forth beneath his or her signature, and that the statements set forth in said certificate are true of his or her own knowledge.

Signed on March 1, 2008:

By:   
\_\_\_\_\_  
Todd Helfstein, President

By:   
\_\_\_\_\_  
Sharon Chiu, Secretary

CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

Thierry Bonnefoi and Sharon Chiu state and certify that:

1. They are the Executive Vice President and Secretary, respectively, of Avanquest Publishing USA, Inc., a California corporation.

2. The agreement of merger in the form attached was duly approved by the Board of Directors and sole shareholder of the corporation.

3. The corporation has only one class of shares and the total number of outstanding shares is 100.


4. The shareholder percentage vote required for the aforesaid approval was 100% of the outstanding shares entitled to vote.

5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he or she signed the foregoing certificate in the official capacity set forth beneath his or her signature, and that the statements set forth in said certificate are true of his or her own knowledge.

Signed on March 1, 2008:

By: \_\_\_\_\_  
Thierry Bonnefoi, Executive Vice President

By:  \_\_\_\_\_  
Sharon Chiu, Secretary

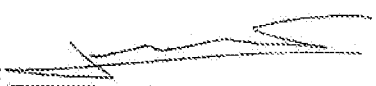
CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

Thierry Bonnefoi and Sharon Chiu state and certify that:

- 1. They are the Executive Vice President and Secretary, respectively, of Avanquest Publishing USA, Inc., a California corporation.
- 2. The agreement of merger in the form attached was duly approved by the Board of Directors and sole shareholder of the corporation.
- 3. The corporation has only one class of shares and the total number of outstanding shares is 100.
- 4. The shareholder percentage vote required for the aforesaid approval was 100% of the outstanding shares entitled to vote.
- 5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he or she signed the foregoing certificate in the official capacity set forth beneath his or her signature, and that the statements set forth in said certificate are true of his or her own knowledge.

Signed on March 1, 2008:

By:   
Thierry Bonnefoi, Executive Vice President

By: \_\_\_\_\_  
Sharon Chiu, Secretary

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

Jean Guetta and Sharon Chiu state and certify that:

1. They are the President and Secretary, respectively, of Global Software Publishing, North America, Inc., a Delaware corporation.

2. The agreement of merger in the form attached was duly approved by the Board of Directors and sole stockholder of the corporation.

3. The corporation has only one class of shares and the total number of outstanding shares is 100.

4. The shareholder percentage vote required for the aforesaid approval was 100% of the outstanding shares entitled to vote.

5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he or she signed the foregoing certificate in the official capacity set forth beneath his or her signature, and that the statements set forth in said certificate are true of his or her own knowledge.

Signed on March 1, 2008:

By: \_\_\_\_\_  
Jean Guetta, President

By: \_\_\_\_\_  
Sharon Chiu, Secretary

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

Jean Guetta and Sharon Chiu state and certify that:

1. They are the President and Secretary, respectively, of Global Software Publishing, North America, Inc., a Delaware corporation.
2. The agreement of merger in the form attached was duly approved by the Board of Directors and sole stockholder of the corporation.
3. The corporation has only one class of shares and the total number of outstanding shares is 100.
4. The shareholder percentage vote required for the aforesaid approval was 100% of the outstanding shares entitled to vote.
5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he or she signed the foregoing certificate in the official capacity set forth beneath his or her signature, and that the statements set forth in said certificate are true of his or her own knowledge.

Signed on March 1, 2008:

By: \_\_\_\_\_

Jean Guetta, President

By: \_\_\_\_\_

Sharon Chiu, Secretary

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