

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SFA of Georgia, Inc.		05/26/2005	CORPORATION: GEORGIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Structured Financial Associates, Inc.		
<b>Street Address:</b>	5 Concourse Parkway		
<b>Internal Address:</b>	Suite 2100		
<b>City:</b>	Atlanta		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30328		
<b>Entity Type:</b>	CORPORATION: GEORGIA		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3040318	SFA STRUCTURED FINANCIAL ASSOCIATES	
Registration Number:	3155930	SFA	
Registration Number:	2161320	STRUCTURED FINANCIAL ASSOCIATES, INC.	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)715-8000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212.715.9357		
<b>Email:</b>	KLtrademark@kramerlevin.com		
<b>Correspondent Name:</b>	Kramer Levin Naftalis & Frankel LLP		
<b>Address Line 1:</b>	1177 Avenue of the Americas		
<b>Address Line 2:</b>	c/o Carole E. Klinger		
<b>Address Line 4:</b>	New York, NEW YORK 10036		
<b>ATTORNEY DOCKET NUMBER:</b>	060872-00001		
<b>NAME OF SUBMITTER:</b>	Carole E. Klinger		

CH \$90.00 3040318

Signature:

/CEK/

Date:

05/01/2008

**Total Attachments: 7**

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**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 051461128  
CONTROL NUMBER : 0537368  
EFFECTIVE DATE : 05/26/2005  
REFERENCE : 0091  
PRINT DATE : 05/26/2005  
FORM NUMBER : 412

PATTIE HARDY  
CT CORPORATION SYSTEM  
1201 PEACHTREE ST., NE  
ATLANTA GA 30361

**CERTIFICATE OF MERGER AND NAME CHANGE**

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

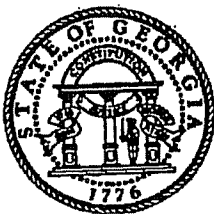
**SFA OF GEORGIA, INC., A GEORGIA CORPORATION**

Changing its Name to:

**STRUCTURED FINANCIAL ASSOCIATES, INC.**

Nonsurviving Entity/Entities:

**STRUCTURED FINANCIAL ASSOCIATES, INC., A MARYLAND CORPORATION**



*Cathy Cox*  
CATHY COX  
SECRETARY OF STATE

BR412101-001

051461128

**ARTICLES OF MERGER**

**BETWEEN**

**STRUCTURED FINANCIAL ASSOCIATES, INC.**

A Maryland corporation

0506882

**WITH AND INTO**

**SFA OF GEORGIA, INC.**

A Georgia corporation

0537368

Structured Financial Associates, Inc., a Maryland corporation, and SFA of Georgia, Inc., a Georgia corporation, hereby certify as follows:

**FIRST:** Structured Financial Associates, Inc., a Maryland corporation (the "Merged Entity"), and SFA of Georgia, Inc., a Georgia corporation (the "Surviving Corporation"), agree to merge (the "Merger"). The Merger will be effective upon the later of (i) the acceptance for record of these Articles of Merger by the State Department of Assessments and Taxation of the State of Maryland or (ii) the acceptance for record of these Articles of Merger by the Secretary of State of the State of Georgia.

**SECOND:** When the Merger becomes effective, the separate existence of the Merged Entity shall cease and the Surviving Corporation shall continue in existence under its charter (as amended by Article THIRD hereof) and bylaws as a domestic corporation under the laws of the State of Georgia, all in accordance with the Agreement and Plan of Merger.

**THIRD:** When the Merger becomes effective, Article II of the charter of the Surviving Corporation shall be amended to reflect the change in the name of the Surviving Corporation from "SFA of Georgia, Inc." to "Structured Financial Associates, Inc."

**FOURTH:** The Merged Entity was incorporated in Maryland on June 14, 1985 under the General Laws of the State of Maryland. The Surviving Corporation was incorporated in Georgia on May 26, 2005 under the General Laws of the State of Georgia. The registered agent of the Merged Entity is c/o Miles & Stockbridge, 10 Light Street, Baltimore, Maryland 21202. The principal office of the Surviving Corporation is 5 Concourse Parkway, Suite 2100, Atlanta, Georgia 30328. The Merged Entity was qualified to do business in the state of Georgia as of February 7, 2005.

**FIFTH:** The Merged Entity does not own any interest in land in the state of Maryland. Neither the Merged Entity nor the Surviving Corporation owns any interest in land in the State of Georgia.

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**SIXTH:** The total number of shares of stock that the Merged Entity has authority to issue is 10,000, all of which are shares of common stock with \$1.00 par value. The total number of shares of stock that the Surviving Corporation has the authority to issue is 10,000, all of which are shares of common stock with \$1.00 par value.

**SEVENTH:** The manner and basis of converting or exchanging issued stock of the Merged Entity and the Surviving Corporation into other consideration and the treatment of any issued stock converted or exchanged shall be as follows:

(a) When the Merger becomes effective, each issued and outstanding share of common stock of the Merged Entity shall automatically become an issued and outstanding share of common stock of the Surviving Corporation, without any payment or other distribution in respect thereof, and without any action on the part of the holder.

(b) When the Merger becomes effective, each issued and outstanding share of common stock of the Surviving Corporation, each of which is owned of record by the Merged Entity, will be retired and cancelled without consideration.

**EIGHTH:** The terms and conditions of the transactions set forth in these Articles of Merger were advised, authorized and approved by the Merged Entity and the Surviving Corporation in the manner and by the vote required by their respective charters and the laws of the state of Maryland and Georgia, respectively. The manner of approval by the Merged Entity and the Surviving Corporation of the transactions set forth in these Articles of Merger was as follows:

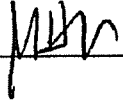
- (a) The board of directors of the Merged Entity adopted a resolution advising the Merger and directing that it be submitted to the stockholders of the Merged Entity for approval. The stockholders of the Merged Entity duly approved the Merger at a meeting held on October 20, 2004.
- (b) The board of directors of the Surviving Corporation adopted a resolution by unanimous written consent on May 25, 2005, advising the Merger and directing that it be submitted to the sole stockholder of the Surviving Corporation for approval. The sole stockholder of the Surviving Corporation duly approved the Merger by written action on May 25, 2005.

IN WITNESS OR ATTEST WHEREOF, the Merged Entity and the Surviving Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective Presidents who acknowledged that these Articles of Merger are the act of the Merged Entity and the Surviving Corporation, respectively, and that to the best of their knowledge, information and belief

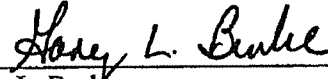
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and under penalties for perjury, all matters and facts contained in these Articles of Merger are true in all material respects, as of this 25<sup>th</sup> day of May, 2005.

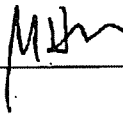
ATTEST/WITNESS:

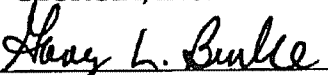
  
\_\_\_\_\_

STRUCTURED FINANCIAL ASSOCIATES, INC.

By:   
\_\_\_\_\_   
Gary L. Burke  
President and COO

SFA OF GEORGIA, INC.

  
\_\_\_\_\_

By:   
\_\_\_\_\_   
Gary L. Burke  
President

SECRETARY OF STATE  
2005 MAY 26 P 2:30  
CORPORATIONS DIVISION

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**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 0537368  
EFFECTIVE DATE: 05/26/2005  
COUNTY : GEORGIA  
REFERENCE : 0091  
PRINT DATE : 05/26/2005  
FORM NUMBER : 311

PATTIE HARDY  
CT CORPORATION SYSTEM  
1201 PEACHTREE ST., NE  
ATLANTA, GA 30361

**CERTIFICATE OF INCORPORATION**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**SFA OF GEORGIA, INC.**  
**A DOMESTIC PROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Cathy Cox*

Cathy Cox  
Secretary of State

**ARTICLES OF INCORPORATION**  
**of**  
**SFA OF GEORGIA, INC.**

ARTICLE I  
Formation

I, Robert S. Downs, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being a natural person at least eighteen (18) years of age and a person authorized to execute and file these Articles of Incorporation, do hereby form a corporation in the State of Georgia pursuant to the Georgia Business Corporation Code.

ARTICLE II  
Name

The name of the corporation shall be "SFA of Georgia, Inc." (the "Corporation").

ARTICLE III  
Purpose

The purposes for which the Corporation is formed are as follows:

- (a) To provide structured settlement services to insurance companies, attorneys, and self-insureds;
- (b) To carry on any and all business, transactions and activities permitted by the Georgia Business Corporation Code which may be deemed desirable by the Board of Directors of the Corporation, as well as all activities and things necessary and incidental thereto, to the fullest extent empowered by such laws.

ARTICLE IV  
Stock

The total number of shares of stock of all classes that the Corporation has authority to issue is Ten Thousand (10,000) shares, par value One Dollar (\$1.00) per shares, and each of which will be common stock. The aggregate par value of all shares of all classes having par value is Ten Thousand Dollars (\$10,000.00).

ARTICLE V  
Principal Office; Registered Agent

The principal mailing address of the corporation is 5 Concourse Parkway, Suite 2100, Atlanta, Georgia 30328. The street address of the registered office is 5 Concourse Parkway, Suite 2100, Atlanta, Georgia 30328. The registered agent at such address is Gary L. Burke. The county of the registered office is Fulton County.

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ARTICLE VI  
Board of Directors

The Corporation shall have five directors, or such other number as shall be established in accordance with the bylaws. The persons initially serving as directors until their successors are duly chosen and qualified will be Anton Tewes, John Scarbrough, Michael Kelly, Dennis Sarni and Ronald Pitney.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of May, 2005.



Robert S. Downs  
Incorporator

SECRETARY OF STATE  
2005 MAY 26 P 2:30  
CORPORATIONS DIVISION

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