

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Esquire Search, Ltd.		12/20/2007	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Special Counsel, Inc.
Street Address:	1 Independent Dr.
City:	Jacksonville
State/Country:	FLORIDA
Postal Code:	32202
Entity Type:	CORPORATION: MARYLAND

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2112360	THE ESQUIRE GROUP
Registration Number:	2984416	THE ESQUIRE GROUP

CORRESPONDENCE DATA

Fax Number: (904)396-0663
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 904-398-3911
 Email: tsaitta@rtlaw.com
 Correspondent Name: Thomas C. Saitta / Rogers Towers, P.A.
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ATTORNEY DOCKET NUMBER:	M1013-29479
NAME OF SUBMITTER:	Thomas C. Saitta

CH \$65.00 2112360

Signature:	/thomas c. saitta/
Date:	05/09/2008
Total Attachments: 9 source=Special Counsel Esquire Group merger#page1.tif source=Special Counsel Esquire Group merger#page2.tif source=Special Counsel Esquire Group merger#page3.tif source=Special Counsel Esquire Group merger#page4.tif source=Special Counsel Esquire Group merger#page5.tif source=Special Counsel Esquire Group merger#page6.tif source=Special Counsel Esquire Group merger#page7.tif source=Special Counsel Esquire Group merger#page8.tif source=Special Counsel Esquire Group merger#page9.tif	

Effective Date
11/10/08
at 12:00 AM

ARTICLES OF MERGER

of

ESQUIRE SEARCH, LTD.
(a Minnesota corporation)

with and into

SPECIAL COUNSEL, INC.
(a Maryland corporation)

RECEIVED
DEPARTMENT OF
ASSESSMENTS & TAXATION
2001 DEC 21 AM 11:10

Pursuant to Section 3-107 of the Maryland General Corporation Law, Special Counsel, Inc., a Maryland corporation (the "Surviving Entity"), and Esquire Search, Ltd., a Minnesota corporation and wholly-owned subsidiary of the Surviving Entity (the "Merging Entity"), hereby submit the Articles of Merger.

FIRST, Esquire Search, Ltd., a corporation organized and existing under the laws of the State of Minnesota ("Esquire Search") and Special Counsel, Inc., a corporation organized and existing under the laws of the State of Maryland (the "Surviving Entity"), being the entities which are the parties to these Articles of Merger, do hereby agree to effect a merger of the aforementioned entities upon the terms and conditions herein set forth (the "Merger").

SECOND, the name of the successor corporation is Special Counsel, Inc., which is a corporation incorporated in the State of Maryland under the provisions of the Maryland General Corporation Law and with its principal office in the State of Maryland located at 7 St. Paul Street, Suite 1660, Baltimore County, in the City of Baltimore, Maryland 21202 and which will continue its corporate existence under its present name pursuant to the provisions of the Maryland General Corporation Law.

THIRD, Esquire Search was incorporated under the general laws of the State of Minnesota on April 24, 1989, is not qualified to do business in the State of Maryland and its corporate existence will cease upon the effective date of the Merger (the "Effective Date") in accordance with the provisions of the general laws of the State of Minnesota.

All of the issued shares of stock of Esquire Search are owned by the Surviving Entity.

The principal office of Esquire Search is One Independent Drive, Jacksonville, Florida 32202 and it owns no land in the State of Maryland.

FOURTH, no amendments to the charter of the Surviving Entity are to be effected by reason of the Merger.

STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the 10 page document on file in this office. DATED: 12-26-07.
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: Roalme Austin, Custodian
This stamp replaces our previous certification system. Effective: 6/95

FIFTH, the Surviving Entity has authority to issue 50,000 shares of common stock with no par value, of which 22,594 are issued and outstanding. Esquire Search has authority to issue 20,000 shares of common stock with no par value, of which 1,000 shares are issued and outstanding.

SIXTH, the issued shares of Esquire Search shall not be converted or exchanged in any manner. All of the issued shares of stock of Esquire Search shall, upon the Effective Date, be surrendered and extinguished. The shares of the Surviving Entity shall not be converted, but each said share which is issued as of the Effective Date shall continue to represent one issued share of stock of the Surviving Entity.

SEVENTH, the terms and conditions of the Merger set forth in these Articles of Merger were advised, authorized and approved by each of the parties hereto in the manner and by the vote required by the charter of Esquire Search and the laws of the State of Minnesota and the charter of the Surviving Entity and the laws of the State of Maryland. The Board of Directors of Esquire Search approved the terms and conditions of the Merger set forth herein on December 20, 2007 by unanimous written consent. The Board of Directors of the Surviving Entity approved the terms and conditions of the Merger set forth herein on December 20, 2007 by unanimous written consent.

EIGHTH, the terms of the Merger are as set forth in the Plan of Merger attached hereto as Exhibit A.

NINTH, the effective date and time of the Merger is January 1, 2008 at 12:00 A.M. Eastern Standard Time. ✓

TENTH, the Merger may be abandoned at any time prior to the effective time upon the majority vote of the Board of Directors of either of the parties hereto.

IN WITNESS WHEREOF, the undersigned who is the Vice President and Secretary of each of the parties hereto executes and certifies, and under the penalties of perjury, this 20th day of December 2007, that to the best of his knowledge, information and belief, the matters and facts set forth in these Articles of Merger and with respect to the approval thereof are true in all material respects. The parties hereto have caused these Articles of Merger to be executed by their duly authorized officers as of this 20th day of December, 2007.


Attested:

By: 
Name: Tyra H. Tutor
Title: Assistant Secretary

SPECIAL COUNSEL INC.

By: 
Name: Gregory D. Holland
Title: Vice President and Secretary

Attested:

By: 
Name: Tyra H. Tutor
Title: Assistant Secretary

ESQUIRE SEARCH LTD.

By: 
Name: Gregory D. Holland
Title: Vice President and Secretary

BS 119387.1

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

of

ESQUIRE SEARCH, LTD.
(a Minnesota corporation)

into

SPECIAL COUNSEL, INC.
(a Maryland corporation)

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made and entered into on this 20th day of December 2007 by and between Esquire Search, Ltd., a Minnesota corporation (the "Merging Entity") and Special Counsel, Inc., a Maryland corporation (the "Surviving Entity").

RECITALS

WHEREAS, the Merging Entity is a wholly-owned subsidiary of the Surviving Entity;
and

WHEREAS, the parties to this Plan of Merger desire to merge the Merging Entity with and into the Surviving Entity.

NOW THEREFORE, in consideration of the premises and of the mutual agreements herein contained, and other good and value consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby agree as follows:

ARTICLE I

NAME OF THE MERGING ENTITY

The exact name, mailing address of its principal office, jurisdiction, entity type and file or filing number for the Merging Entity is as follows:

Esquire Search, Ltd., a Minnesota corporation, with its principal office at One Independent Drive, Jacksonville, Florida 32202, and its Minnesota Filing Number being 6H-298.

ARTICLE II

NAME OF THE SURVIVING ENTITY

The exact name, mailing address of its principal office, jurisdiction, entity type and Maryland Department Identification for the Surviving Entity is as follows:

Special Counsel, Inc., a Maryland corporation, with its principal office at One Independent Drive, Jacksonville, Florida 32202, and its Maryland Department Identification being D03242484.

ARTICLE III

MERGER

Subject to the terms and conditions of this Plan of Merger, as of the Effective Time (as defined below), the Merging Entity shall be merged with and into the Surviving Entity (the "Merger") pursuant to the provisions of, and with the effect provided in, the Maryland General Corporation Law and the Minnesota Business Corporation Act. At the Effective Time, the separate existence and organization of the Merging Entity shall cease, and the Surviving Entity shall continue its corporate existence and organization unaffected and unimpaired by the Merger as the surviving entity under the name "Special Counsel, Inc.", and shall continue to be governed by the laws of the State of Maryland.

ARTICLE IV

APPROVAL OF THE PLAN OF MERGER

Pursuant to Section 3-106(c)(1) of the Maryland General Corporation Law and Section 302A.621 of the Minnesota Business Corporation Act, approval of this Plan of Merger by the shareholders of the Surviving Entity or the Merging Entity is not required. This Plan of Merger, and any related matters, was approved by the Board of Directors of the Surviving Entity and by the Board of Directors of the Merging Entity. Shareholders of the Merging Entity, a wholly-owned subsidiary of the Surviving Entity, who, except for the applicability of Section 3-106(c)(1) of the Maryland General Corporation Law, would be entitled to vote and dissent from the Merger pursuant to Section 3-106(d) of the Maryland General Corporation Law, may be entitled, if they comply with the provisions of the Maryland General Corporation Law, to be paid the fair value of their shares.

ARTICLE V

FILING ARTICLES OF MERGER;
EFFECTIVE TIME OF THE MERGER

Section 1. Filing Articles of Merger. If this Plan of Merger is not hereafter terminated or abandoned as permitted by the provisions hereof, then Articles of Merger of the Surviving Entity evidencing the transactions contemplated herein shall be filed and recorded in accordance with the Maryland General Corporation Law and Articles of Merger of the Merging Entity evidencing the transactions contemplated herein shall be filed and recorded in accordance with the Minnesota Business Corporation Act.

Section 2. Effective Time of Merger. The Merger shall be effective at 12:00 A.M., Eastern Standard Time, on January 1, 2008, or, if later, at the time and on the date at which the Articles of Merger are filed with the Maryland Secretary of State and the Articles of Merger are filed with the Minnesota Secretary of State (such date and time being herein referred to as the "Effective Time").

ARTICLE VI

ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and the Bylaws of the Surviving Entity in effect immediately prior to the Effective Time shall be the Articles of Incorporation and the Bylaws of the Surviving Entity upon the Effective Time, in each case until amended in accordance with applicable law.

ARTICLE VII

PURPOSES OF THE SURVIVING ENTITY

The purposes of the Surviving Entity shall be to engage in the activities identified in its Articles of Incorporation and any other activities in which a corporation organized under the Maryland General Corporation Law may engage.

ARTICLE VIII

BOARD OF DIRECTORS AND OFFICERS

At the Effective Time, the Board of Directors of the Surviving Entity shall consist of those persons serving as directors of record of the Surviving Entity immediately prior to the Effective Time. At the Effective Time, the Officers of the Surviving Entity shall consist of those persons serving as officers of record of the Surviving Entity immediately prior to the Effective Time.

ARTICLE IX

CONVERSION OF SHARES

Section 1. Conversion of the Shares of the Merging Entity: At the Effective Time and by virtue of the Merger and without any action on the part of the Merging Entity, the Surviving Entity, or the shareholders thereof, each share of stock of the Merging Entity outstanding immediately before the Effective Time shall be cancelled and shall cease to exist from and after the Effective Time. No shares of stock of the Surviving Entity or any other consideration shall be issued in exchange therefor.

Section 2. Effect on the Surviving Entity Shares: The Merger shall have no effect on the shares of the Surviving Entity issued and outstanding at the Effective Time, and the authorized capital stock of the Surviving Entity following the Effective Time shall remain the same as prior to the Effective Time, unless and until the same shall be changed in accordance with Maryland law.

ARTICLE X

FURTHER ASSURANCES

If at any time the Surviving Entity shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to vest, perfect or confirm in the Surviving Entity title to any property or rights of the Merging Entity, or otherwise carry out the provisions hereof, the proper officers or directors of the Merging Entity as of the Effective Time, and thereafter the officers of the Surviving Entity, acting on behalf of the Merging Entity, shall execute and deliver any and all property assignments, conveyances and assurances, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Entity and otherwise carry out the provisions hereof.

ARTICLE XI

TERMINATION

This Agreement may be terminated at any time before the Effective Time of the Merger if the Boards of Directors of the Merging Entity and the Surviving Entity duly adopt resolutions abandoning this Plan of Merger.

ARTICLE XII

MISCELLANEOUS

Section 1. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Maryland applicable to agreements made and entirely to be performed in such jurisdiction. EACH OF THE PARTIES HERETO WAIVES ANY AND ALL RIGHT TO TRIAL BY JURY IN ANY LEGAL PROCEEDING ARISING OUT OF OR RELATING TO THIS PLAN OF MERGER OR THE TRANSACTIONS CONTEMPLATED HEREBY.


Section 2. Binding Agreement. This Plan of Merger and the covenants and agreements herein contained shall inure to the benefit of and shall bind the respective parties hereto and their respective successors and assigns.

Section 3. Entire Agreement. This Plan of Merger contains the entire agreement between the parties hereto with respect to the subject matter hereof, and supersedes all prior agreements and understandings, oral or written, between the parties with respect thereto.

Section 4. Counterparts. This Plan of Merger may be executed in counterparts (including by facsimile transmission), each of which shall be deemed an original but all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers as of this 20th day of December 2007.

SPECIAL COUNSEL, INC.

By: 
Name: Gregory D. Holland
Title: Vice President and Secretary

ESQUIRE SEARCH, LTD.

By: 
Name: Gregory D. Holland
Title: Vice President and Secretary

CUST ID: 0002065372
WORK ORDER: 0001508410
DATE: 12-26-2007 03:16 PM
AMT. PAID: \$200.00

BS 119386.1