

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/13/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Redtagbiz, Inc.		01/13/2006	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Petters Group Worldwide, LLC
Street Address:	4400 Baker Road
City:	Minnetonka
State/Country:	MINNESOTA
Postal Code:	55343
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2535096	REDTAG.COM
Registration Number:	2530997	REDTAGBIZ.COM
Registration Number:	2530998	REDTAGBIZ

CORRESPONDENCE DATA

Fax Number: (952)294-2785
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 952-936-5532
 Email: colleen.sarenpa@pettersgroup.com
 Correspondent Name: Colleen M. Sarenpa
 Address Line 1: 4400 Baker Road
 Address Line 4: Minnetonka, MINNESOTA 55442

NAME OF SUBMITTER:	Colleen M. Sarenpa
Signature:	/Colleen M. Sarenpa/

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Date:

06/16/2008

Total Attachments: 4

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**CERTIFICATE OF MERGER
OF
REDTAGBIZ, INC., a Minnesota corporation,
INTO
PETTERS GROUP WORLDWIDE, LLC, a Delaware limited liability company**

Pursuant to the Delaware Limited Liability Company Act, Title 6 Section 18-209, the undersigned authorized person has executed this certificate of merger on behalf of Petters Group Worldwide, LLC, a Delaware limited liability company, effective as of the date set forth below:

1. The name and jurisdiction of organization of each constituent entity is:

<u>Name of Merging Company</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
RedtagBiz, Inc. ("Redtag MN")	Minnesota	Corporation
<u>Name of Surviving Company</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Petters Group Worldwide, LLC ("Petters Group DE")	Delaware	Limited liability company

2. The Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger") and incorporated herein by reference sets forth the terms and conditions of the merger. The Plan of Merger has been adopted by the required consent of the directors and owner of Redtag MN, pursuant to Minnesota Statutes, Chapter 302A, and by the required consent of the managers and owners of Petters Group DE, pursuant to Section 18-209 of the Delaware Limited Liability Company Act.

3. Petters Group DE shall be the surviving entity of the merger, and its name shall remain, Petters Group, LLC.

4. The certificate of formation of Petters Group DE, as now in force and effect, shall be its certificate of formation following the merger.

5. The executed Plan of Merger is on file at the offices of Petters Group DE, located at 4400 Baker Road, Minnetonka, Minnesota 55343.

6. A copy of the Plan of Merger will be furnished by Petters Group DE upon request and without cost to any shareholder or member of the constituent companies.

Dated: January 13, 2006

#31709381



Thomas J. Petters, Chief Executive Officer

EXHIBIT A

AGREEMENT AND PLAN OF MERGER
OF
REDTAGBIZ, INC., a Minnesota corporation
INTO
PETTERS GROUP WORLDWIDE, LLC, a Delaware limited liability company

This AGREEMENT and PLAN OF MERGER ("Plan of Merger") is entered into by and between RedtagBiz, Inc., a Minnesota corporation, and Petters Group Worldwide, LLC, a Delaware limited liability company, effective as of the date set forth below.

ARTICLE 1.
MERGER OF COMPANIES

1.1) Constituent Companies. The names and addresses of the constituent companies are RedtagBiz, Inc., a Minnesota corporation ("Redtag MN"), 4400 Baker Road, Minnetonka, Minnesota 55343, and Petters Group Worldwide, LLC, a Delaware limited liability company ("Petters Group DE"), 4400 Baker Road, Minnetonka, Minnesota 55343. The constituent companies shall be combined by the merger of Redtag MN with and into Petters Group DE, with Petters Group DE as the surviving company (the "Surviving Company"), pursuant to Sections 302A.601, 302A.611, and 302A.613 of the Minnesota Statutes and Section 18-209 of the Delaware Limited Liability Company Act (the "Merger").

ARTICLE 2.
MEANS OF EFFECTING REORGANIZATION AND
MERGER AND CANCELLATION OF OWNERSHIP INTEREST

2.1) The Merger. The Merger shall become effective on the later of (i) the date on which the Articles of Merger have been filed with the Minnesota Secretary of State and (ii) the date on which the Certificate of Merger has been filed with the Delaware Secretary of State (the "Effective Time"). At the Effective Time, Redtag MN shall be merged with and into Petters Group DE in accordance with the provisions of the Minnesota Statutes and the Delaware Limited Liability Company Act, whereupon the separate corporate existence of Redtag MN shall cease, and Petters Group DE shall alone continue in existence as the Surviving Company. All transactions after the Effective Time shall be deemed transactions of and for the account of Petters Group DE as the Surviving Company.

2.2) Succession. As of the Effective Time, Petters Group DE shall succeed to and possess all rights, privileges, powers, franchises, assets, property, and immunities of both constituent companies. The title to any real property or any interest therein vested by deed or otherwise in either constituent company shall not revert or be in any way impaired by reason of the Merger. Further provided, all rights of creditors and all liens upon any property of either of the constituent companies shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Time, and all debts, liabilities, and duties of either of the constituent companies shall become those of Petters Group DE and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by Petters Group DE.

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2.3) Instruments of Further Assurance. If at any time after the Effective Time, the Surviving Company shall determine or be advised that any instrument of further assurance is needed in order to evidence the vesting in it of the title of any of the constituent companies to any of the property rights of the constituent companies, the appropriate officers or managers of the constituent companies are hereby authorized to execute, acknowledge and deliver all such instruments of further assurance and to do all acts or things, in the name of the constituent companies, as may be required or desirable to carry out the provisions of this Plan of Merger.

2.4) Continued Existence and Conversion of Stock Into Units.

(a) Continued Existence of Petters Group DE Units. Each Unit of Petters Group DE held by any person, whether a member of Petters Group DE or otherwise, immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, remain in existence.

(b) Cancellation of Shares: Merger Consideration. As of the Merger Effective Time, all of the issued and outstanding shares of Common Stock of Redtag MN ("Common Stock"), all of the issued and outstanding shares of Series A Convertible Preferred Stock of Redtag MN ("Series A Stock") and all of the issued and outstanding shares of Series C Convertible Preferred Stock of Redtag MN ("Series C Stock," collectively, with the Common Stock and the Series A Stock, called the "Shares") shall no longer be outstanding, and shall automatically be canceled and retired and shall cease to exist. No consideration shall be issued for the cancellation of the Shares.

ARTICLE 3.
ORGANIZATION OF THE SURVIVING COMPANY

3.1) Certificate of Formation and Limited Liability Company Agreement of the Surviving Company. The Certificate of Formation and Limited Liability Company Agreement of the Surviving Company shall be the existing Certificate of Formation and Limited Liability Company Agreement of Petters Group DE in effect prior to the Effective Time until thereafter amended in accordance with applicable law.

3.2) Managers and Officers of the Surviving Company. From and after the Effective Time, the Managers (as defined in that certain Limited Liability Company Agreement of Petters Group DE) and officers of the Surviving Company shall be the Managers and officers of Petters Group DE.

Entered into effective as of JANUARY 13 2006.

Redtag, Inc., a Minnesota corporation

By


Thomas J. Petters, President

Petters Group Worldwide, LLC, a Delaware limited liability company

By


Thomas J. Petters, Chief Executive Officer

#317094015

State of Delaware
Certificate of Correction
of a Limited Liability Company
to be filed pursuant to Section 18-211(a)

1. The name of the Limited Liability Company is: _____
Petters Group Worldwide, LLC

2. That a Certificate of Merger _____ was filed by the Secretary
of State of Delaware on 01/17/2006, and that said Certificate requires
correction as permitted by Section 18-211 of the Limited Liability Company Act.

3. The inaccuracy or defect of said Certificate is: (must give specific reason)

There is a typographical error in paragraph 3. of the
Certificate of Merger regarding the name of the
surviving entity. The word "Worldwide" was
inadvertently left out.

4. The Certificate is hereby corrected to read as follows:

3. Petters Group DE shall be the surviving entity of
the merger, and its name shall remain, Petters Group
Worldwide, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on
the 2nd day of October, A.D. 2007.

By: 
Authorized Person

Name: Thomas J. Petters
Print or Type