

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/02/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Plan Express, Inc.		02/02/2001	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Plan Express, Inc.
Street Address:	3003 Airways Boulevard
Internal Address:	Suite 2147
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38131
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2285331	PLAN EXPRESS

CORRESPONDENCE DATA

Fax Number: (414)271-5770
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 414-271-7590
 Email: jkuborn@andruslaw.com
 Correspondent Name: Joseph D. Kuborn
 Address Line 1: 100 East Wisconsin Avenue
 Address Line 2: Suite 1100
 Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	3861-00003
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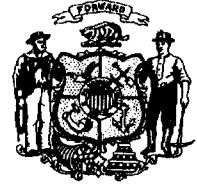
NAME OF SUBMITTER:	Joseph D. Kuborn
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CH \$40.00 2285331

Signature:	/Joseph D. Kuborn - Reg. No. 40,689/
Date:	10/15/2008
Total Attachments: 7 source=3861-00003_Articles_of_Merger#page1.tif source=3861-00003_Articles_of_Merger#page2.tif source=3861-00003_Articles_of_Merger#page3.tif source=3861-00003_Articles_of_Merger#page4.tif source=3861-00003_Articles_of_Merger#page5.tif source=3861-00003_Articles_of_Merger#page6.tif source=3861-00003_Articles_of_Merger#page7.tif	

DFI/CORP/38
RECORD 2/00

United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

DATE: OCT 14 2008

BY: A handwritten signature in black ink, appearing to read "Cathy Mickelson".

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

TRADEMARK
REEL: 003871 FRAME: 0197

STATE OF WISCONSIN
REGISTRY OF
BUSINESS INSTITUTIONS

01 FEB -2 PM 2:59

CERTIFICATE AND ARTICLES OF MERGER

MERGING

PLAN EXPRESS, INC., 01 PC29639
A WISCONSIN CORPORATION,
WITH AND INTO
PLAN EXPRESS, INC., NR
A DELAWARE CORPORATION

ACCT 00011149 CLASS CODE 310
TRX 0001342700 Amount \$50.00

(UNDER SECTION 180.1101, 180.1105 and 1180.1107 OF THE
BUSINESS CORPORATION LAW OF THE STATE OF WISCONSIN)

(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)

ACCT 00011149 CLASS CODE 340
TRX 0001342701 Amount \$25.00

The undersigned DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each constituent corporation of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Plan Express, Inc.	Wisconsin (" <u>Plan Express-Wisconsin</u> ")
Plan Express, Inc.	Delaware (" <u>Plan Express-Delaware</u> ")

SECOND: That an Agreement and Plan of Merger (the "Plan of Merger") between the parties to the merger has been approved, adopted, certified, executed, and acknowledged by each of the foregoing constituent corporations in accordance with Section 252(c) of the General Corporation Law of the State of Delaware and has been approved by the shareholders of Plan Express - Wisconsin in accordance with Section 180.1103 of the Business Corporation Law of the State of Wisconsin. The Plan of Merger is attached hereto as Exhibit A.

Pursuant to Section 251(f) and 252 of the General Corporation Law of the State of Delaware, approval of the stockholders of Plan Express-Delaware was not required, as shares of its stock have not yet been issued.

THIRD: That the name of the corporation surviving the merger is Plan Express, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Plan Express-Delaware shall be the Certificate of Incorporation of the surviving corporation after the merger.

FIFTH: That an executed Plan of Merger is on file at the principal place of business of Plan Express - Delaware, the surviving corporation. The address of said principal place of business is 3003 Airways Boulevard, Suite 2147, Memphis, Tennessee 38131.

SIXTH: That a copy of the Plan of Merger will be furnished by Plan Express-Delaware, on request and without cost, to any stockholder of any constituent corporation.

2/2/01
- on pro. Jerry Bate,
Phoenix, AZ

receipt for

Articles and


Department of
Financial Institutions

SEVENTH: That upon the ^{Wisconsin} filing and acceptance of the Certificate of Merger with the Secretary of State of the state of ^{Wisconsin} Delaware, Plan Express-Wisconsin shall be merged with and into Plan Express-Delaware. The date and the time of such merger is hereinafter sometimes referred to as the "Effective Date". Upon the Effective Date, Plan Express-Wisconsin shall be merged with and into Plan Express-Delaware, and the separate corporate existence of Plan Express-Wisconsin shall cease (except insofar as continued by statute); and the two (2) corporations shall become and thenceforth be a single corporation, to-wit: Plan Express, Inc., a Delaware corporation.


EIGHTH: The authorized capital stock of Plan Express-Delaware is ten million shares of Common Stock, \$.0001 par value, and two million shares of Preferred Stock, \$.0001 par value. The authorized capital stock of Plan Express-Wisconsin is 2,500 shares of Common Stock, no par value.

IN WITNESS WHEREOF, the undersigned officers, for and on behalf of the constituent corporations, have executed this Certificate of Merger this 2 day of February, 2001.

PLAN EXPRESS, INC., a Delaware corporation

By: 
Name: DeWayne Adamson
Title: President

PLAN EXPRESS, INC., a Wisconsin corporation

By: 
Name: DeWayne Adamson
Title: President

2/2/01
OK with Jerry Bate
Terry Bate
2/2/01

THIS DOCUMENT WAS DRAFTED BY } Outside Wisconsin

**AGREEMENT AND PLAN OF MERGER
 MERGING
 PLAN EXPRESS, INC.,
 A WISCONSIN CORPORATION,
 WITH AND INTO
 PLAN EXPRESS, INC.,
 A DELAWARE CORPORATION**

This Agreement and Plan of Merger has been prepared in accordance with Section 252(c) of the General Corporation Law of the State of Delaware and Sections 180.1101 and 180.1107 of the Wisconsin Business Corporation Law.

2/1/01
 ok p
 1/20/01
 1/20/01
 1/20/01
 1/20/01
 1/20/01

1. **Surviving Corporation.** Plan Express, Inc., a Wisconsin corporation ("Plan Express-Wisconsin"), shall be merged (the "Merger") with and into Plan Express, Inc., a Delaware corporation ("Plan Express-Delaware"). Plan Express-Delaware shall be the corporation surviving the Merger.

Articles and 2. **Rights and Obligations.** The Merger shall be effective upon the ^{receipt for} filing of the Certificate of Merger with the ~~Delaware Secretary of State~~ (the "Effective Date"), and as of the Effective Date, Plan Express-Delaware shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties, and debts of Plan Express-Wisconsin and Plan Express-Delaware.
 * Wisconsin Department of Financial Institutions

3. **Officers.** The officers of Plan Express-Delaware immediately prior to the Effective Date shall be the officers of Plan Express-Delaware as of and after the Effective Date, and each of them shall hold office until their respective successor is elected and qualified, or until their earlier resignation or removal.

4. **Directors.** The directors of Plan Express-Delaware immediately prior to the Effective Date shall be the directors of Plan Express-Delaware, and each of them shall hold office until their respective successor is elected and qualified, or until their earlier resignation or removal.

5. **Bylaws.** The Bylaws of Plan Express-Delaware that are in effect immediately prior to the Effective Date shall be the Bylaws of Plan Express-Delaware as of and after the Effective Date.

6. **Exchange of Shares and Rights to Acquire.** As of the Effective Date, all issued and outstanding shares and rights to acquire shares of Plan Express-Wisconsin shall become issued and outstanding shares or rights to acquire shares, as applicable, of Plan Express-Delaware at a rate of forty thousand (40,000) shares or rights to acquire shares of Plan Express-Delaware for each issued and outstanding share or outstanding right to acquire shares of Plan Express-Wisconsin: provided, however, no fractional shares of Plan Express-Delaware or rights to acquire shares of Plan Express-Delaware shall be issued and therefore all fractional shares or rights to acquire shares of Plan Express-Delaware after the conversion shall be rounded to the nearest whole number. No further action of the shareholders of Plan Express-Wisconsin is

required to effect the conversion. All shares and rights to acquire shares of Plan Express-Wisconsin issued and outstanding prior to the Merger shall be cancelled as of the Effective Date.

7. **Certificate of Incorporation.** The Certificate of Incorporation of Plan Express-Delaware that is in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of Plan Express-Delaware as of and after the Effective Date.

8. **Further Assurance of Title.** From time to time, as and when requested by Plan Express-Delaware or by its successors and assigns, there shall be executed and delivered on behalf of Plan Express-Wisconsin such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary to vest, perfect or confirm, of record or otherwise, in Plan Express-Delaware the title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises, and authority of Plan Express-Wisconsin, and otherwise carry out the purposes of this Plan and Agreement of Merger, and the directors and appropriate officers of Plan Express-Delaware are fully authorized in the name and on behalf of Plan Express-Wisconsin or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

9. **Prior Corporate Acts.** All corporate acts, plans, policies, contracts, approvals, and authorizations of Plan Express-Wisconsin, its shareholders, board of directors, committees elected or appointed by the board of directors, officers, and agents, that were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of Plan Express-Delaware and shall be as effective and binding thereon as the same were with respect to Plan Express-Wisconsin. On the Effective Date, the employees and agents of Plan Express-Wisconsin shall become the employees and agents of Plan Express-Delaware and shall continue to be entitled to the same rights and benefits they enjoyed as employees and agents of Plan Express-Wisconsin.

10. **Service of Process on Plan Express-Delaware.** Plan Express-Delaware agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligations of Plan Express-Wisconsin arising from the Merger, including any suit or other proceeding to enforce the rights of any dissenting shareholders of Plan Express-Wisconsin against Plan Express-Delaware pursuant to the provisions of the Wisconsin Business Corporation Law.

11. **Irrevocable Appointment of the Wisconsin Department of Financial Institutions.** Plan Express-Delaware irrevocably appoints the Wisconsin Department of Financial Institutions as its agent to accept service of process.


12. **Agreement to Pay Dissenting Shareholders.** Plan Express-Delaware agrees that it will pay to any dissenting shareholders of Plan Express-Wisconsin the amount, if any, to which they shall be entitled under the provisions of the Wisconsin Business Corporation Law with respect to the rights of dissenting shareholders.

This Plan and Agreement of Merger was adopted and approved by the Board of Directors of Plan Express-Wisconsin, by Written Consent in Lieu of a Special Meeting of the


Board of Directors of Plan Express-Wisconsin, dated as of February 2, 2001, and by the Board of Directors of Plan Express-Delaware, by Written Consent in Lieu of a Special Meeting of the Board of Directors of Plan Express-Delaware, dated as of February 2, 2001.

IN WITNESS WHEREOF, the undersigned officers of Plan Express, Inc., a Wisconsin corporation, and Plan Express, Inc., a Delaware corporation, acknowledge that the facts stated herein are true.

PLAN EXPRESS, INC., a Wisconsin corporation

By: 
Name: DeWayne Adamson
Title: President

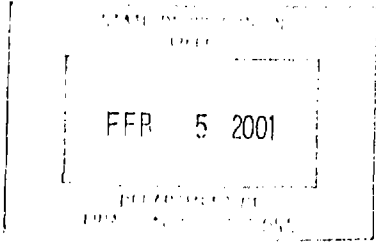
PLAN EXPRESS, INC., a Delaware corporation

By: 
Name: DeWayne Adamson
Title: President

Articles of Merger
Merger Plan Express, Inc. (Domestic)
Into: Unlicensed Foreign Corporation (Survivor)

- Use Dvan Act, #11149

Note
Merger
Effective
2/5/2001



\$50.00 plus \$25 EXH.
Fee

Tammy, CT

CT CORPORATION SYSTEM
44 E MIFFLIN ST
MADISON WI 53703