

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
GMT Group, Inc.		10/22/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Vigo Remittance Corp.
Street Address:	12500 E. Belford Ave.
City:	Englewood
State/Country:	COLORADO
Postal Code:	80112
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Serial Number:	78712257	VIGO DIRECTO
Serial Number:	78712288	VIGO NET
Registration Number:	3058144	VIGO TRANSFERENCIAS DE DINERO
Registration Number:	1741691	VIGO REMITTANCE CORPORATION AN INTERNATIONAL MONEY TRANSMITTER
Registration Number:	3375057	ENVÍALO CON EL AZUL
Registration Number:	3058147	VIGO MONEY TRANSFER

**CORRESPONDENCE DATA**

Fax Number: (202)637-3593  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 202-383-0100  
 Email: eteas@sutherland.com  
 Correspondent Name: Elisabeth A. Langworthy, Sutherland  
 Address Line 1: 1275 Pennsylvania Ave., NW  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004-2415

CH \$165.00 78712257

ATTORNEY DOCKET NUMBER:	26466-0013
NAME OF SUBMITTER:	Elisabeth A. Langworthy
Signature:	/EALangworthy/
Date:	11/06/2008
Total Attachments: 5 source=Delaware- Vigo into GMT Group#page1.tif source=Delaware- Vigo into GMT Group#page2.tif source=Delaware- Vigo into GMT Group#page3.tif source=Delaware- Vigo into GMT Group#page4.tif source=Delaware- Vigo into GMT Group#page5.tif	

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"VIGO REMITTANCE CORP.", A NEW YORK CORPORATION,  
WITH AND INTO "GMT GROUP, INC." UNDER THE NAME OF "VIGO REMITTANCE CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2008, AT 11:39 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3554190 8100M

081082499

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6945505

DATE: 11-03-08

TRADEMARK

REEL: 003883 FRAME: 0426

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING**

**VIGO REMITTANCE CORP.**  
(a New York corporation)

**WITH AND INTO**

**GMT GROUP, INC.**  
(a Delaware corporation)

**Pursuant to the provisions of §253 of the Delaware General Corporation Law**

GMT Group, Inc. (the "Corporation"), a corporation organized and existing under the Delaware General Corporation Law (the "DGCL"), does hereby certify that:

FIRST: Vigo Remittance Corp., a New York corporation ("Sub"), was incorporated on April 25, 1986, pursuant to the New York Business Corporation Law and is existing thereunder.

SECOND: The Corporation was incorporated on August 1, 2002, pursuant to the Delaware General Corporation Law and is existing thereunder.

THIRD: Sub has authorized 10,000 shares of capital stock, no par value per share. The 10,000 shares of capital stock of Sub are divided into two classes, with 5,000 Class A common shares and 5,000 Class B common shares. The Corporation owns 100% of the outstanding shares of capital stock of Sub (the "Shares"), the Shares being the only stock of Sub outstanding.

FOURTH: On October 22, 2008, the board of directors of the Corporation by written consent adopted the resolutions attached as Exhibit 1 hereto providing for the merger (the "Merger") of Sub with and into the Corporation, which resolutions have not been amended or rescinded and are in full force and effect.

FIFTH: The first Paragraph of the Certificate of Incorporation of GMT Group, Inc., which sets forth the name of corporation, is hereby amended to read as follows:

FIRST: The name of the corporation is Vigo Remittance Corp. (hereinafter called the "Corporation").

SIXTH: That this Certificate of Ownership and Merger shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of  
Ownership and Merger this 22 day of October 2008.

**GMT GROUP, INC.**

By:   
Name: Sarah J. Kilgore  
Title: Assistant Secretary

**EXHIBIT 1**

RESOLVED, that GMT Group, Inc., a Delaware corporation (the "Corporation"), hereby adopts the following Plan of Merger:

FURTHER RESOLVED, that pursuant to Section 253 of the General Corporation Law of the State of Delaware and Sections 905 and 907 of the New York Business Corporation Law, Vigo Remittance Corp., a New York corporation ("Sub"), shall be merged with and into the Corporation (the "Merger"), whereupon the separate existence of Sub shall cease, and the Corporation shall be the surviving corporation (the "Surviving Corporation");

FURTHER RESOLVED, that the Merger is hereby approved pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware and Sections 905 and 907 of the New York Business Corporation Law;

FURTHER RESOLVED, that the Merger shall become effective following the filing of (i) the Certificate of Ownership and Merger with the Secretary of State of Delaware and (ii) the Certificate of Merger with the Secretary of State of the State of New York (the "Effective Time");

FURTHER RESOLVED, that Sub has authorized capital stock of 10,000 shares of capital stock, no par value per share. The 10,000 shares of capital stock of Sub are divided into two classes, with 5,000 Class A common shares and 5,000 Class B common shares (collectively, "Sub Common Stock"), 1,000 of which Class A common shares are outstanding, and 400 of which Class B common shares are outstanding;

FURTHER RESOLVED, that all of the outstanding shares of Sub Common Stock are owned by the Corporation;

FURTHER RESOLVED, that at the Effective Time (a) each share of Sub Common Stock outstanding immediately prior to the Effective Time shall be cancelled and no payment shall be made with respect thereto; and (b) each share of common stock, no par value, of the Corporation outstanding immediately prior to the Effective Time shall remain outstanding as a share of common stock of the Surviving Corporation;

FURTHER RESOLVED, that from and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with approvable law, the directors of the Corporation at the Effective Time shall be the directors of the Surviving Corporation, and the officers of the Corporation at the Effective Time shall be the officers of the Surviving Corporation;

FURTHER RESOLVED, that from and after the Effective Time, the bylaws of the Corporation shall be the bylaws of the Surviving Corporation until amended in accordance with applicable law;

FURTHER RESOLVED, that from and after the Effective Time, the certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation until amended in accordance with applicable law; and

FURTHER RESOLVED, that the certificate of incorporation of the Surviving Corporation shall be amended at the Effective Time to change the name of the Surviving Corporation to "Vigo Remittance Corp."; and

FURTHER RESOLVED, that the officers of the Corporation are authorized on behalf of the Corporation to take any and all actions, to execute, deliver and file any and all documents, agreements and instruments (included, without limitation, a Certificate of Ownership and Merger) and to take any and all steps deemed by any such officer to be necessary or appropriate to carry out the purpose and intent of each of the foregoing resolutions and all actions heretofore taken by any of them in furtherance thereof are hereby authorized, approved, ratified and confirmed in all respects.