

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/12/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
QualServ Corporation		11/12/2008	CORPORATION: SOUTH CAROLINA

RECEIVING PARTY DATA

Name:	QualServ Corporation
Street Address:	7400 S. 28th Street
City:	Fort Smith
State/Country:	ARIZONA
Postal Code:	72908
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2119781	

CORRESPONDENCE DATA

Fax Number: (212)836-6337
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-836-7319
 Email: psomelofske@kayescholer.com
 Correspondent Name: Paul J. Somelofske c/o Kaye Scholer LLP
 Address Line 1: 425 Park Avenue
 Address Line 2: 16-06
 Address Line 4: New York, NEW YORK 10022-3598

ATTORNEY DOCKET NUMBER:	09711-0016
NAME OF SUBMITTER:	Paul J. Somelofske

CH \$40.00 2119781

Signature:	/Paul J. Somelofske/
Date:	11/18/2008
Total Attachments: 8 source=Delaware Merger#page1.tif source=Delaware Merger#page2.tif source=Delaware Merger#page3.tif source=Delaware Merger#page4.tif source=Delaware Merger#page5.tif source=Delaware Merger#page6.tif source=Delaware Merger#page7.tif source=Delaware Merger#page8.tif	

Delaware

PAGE 1

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:

"QUALSERV CORPORATION", A SOUTH CAROLINA CORPORATION, WITH AND INTO "RQS, INC." UNDER THE NAME OF "QUALSERV CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF NOVEMBER, A.D. 2008, AT 1:53 O'CLOCK P.M.

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

4607871 8100M

081110281

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6964490

DATE: 11-13-08

TRADEMARK
REEL: 003889 FRAME: 0551

CERTIFICATE OF OWNERSHIP AND MERGER OF

RQS, INC., a Delaware corporation

BY

QUALSERV CORPORATION, a South Carolina corporation

Pursuant to § 253 of the General Corporation Law
of the State of Delaware

QualServ Corporation, a South Carolina corporation, desiring to merge into RQS, Inc., a Delaware corporation, pursuant to the provisions of § 253 of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. RQS, Inc. (the "Surviving Corporation") is a corporation organized and validly existing under the laws of the State of Delaware; its Certificate of Incorporation was filed in the office of the Secretary of State of Delaware on October 2, 2008.
2. QualServ Corporation (the "Parent") is a corporation organized and validly existing under the laws of the State of South Carolina. Its Certificate of Incorporation was filed in the office of the Secretary of State of South Carolina on July 22, 1968.
3. On November 12, 2008, the Parent lawfully owned all of the issued and outstanding capital stock of the Surviving Corporation, and on that date the Board of Directors of the Surviving Corporation, by resolution duly adopted by written consent, determined to merge the Parent into it and to assume all of its obligations; said resolution reads as follows:

RESOLVED, that the Corporation, shall merge with QualServ Corporation, a South Carolina corporation, the owner of all of the outstanding capital stock of the Corporation (the "Parent"), with the Corporation being the surviving entity of such merger and the Corporation shall assume all of the obligations of the Parent; and that the proper officers of the Corporation are authorized and directed to make and execute, in the name of the Corporation and under its corporate seal, and to file with the Secretary of State of Delaware, a Certificate of Ownership and Merger, setting forth a copy of this resolution, pursuant to the provisions of § 253 of the Delaware General Corporation Law, such officers being further authorized and directed to execute such other documents and to take such other actions as they may deem necessary or appropriate to consummate the merger provided for by this resolution.

RESOLVED, that pursuant to the merger, all of the outstanding shares of Common Stock of the Parent, the only class of capital stock of the Parent issued and outstanding immediately prior to the merger, shall be converted into an aggregate 600 shares of Common Stock par value \$0.01 per share of the Surviving Corporation.

4. The Certificate of Incorporation of the Surviving Corporation is hereby amended to change the name of the Surviving Corporation to QualServ Corporation.

5. Attached are the Consent of Directors of QualServ Corporation and the Consent of Stockholders of QualServ Corporation.

Dated: November 12, 2008

RQS, INC.

By /s/ G. J. Maughan

Name: G.J. Maughan

Title: CFO

QUALSERV CORPORATION

By /s/ G. J. Maughan

Name: G.J. Maughan

Title: Vice President

CONSENT OF DIRECTORS
IN LIEU OF
MEETING OF
DIRECTORS
OF
QUALSERV CORPORATION

The undersigned, constitutes all of the Directors of QualServ Corporation, a South Carolina corporation (the "Corporation"), hereby consent to the taking of the following actions and hereby adopt, by written consent, the following resolutions:

RESOLVED, that the Corporation shall merge with and into RQS, Inc., a Delaware corporation, all of the issued and outstanding capital stock of which is owned by the Corporation; and that the proper officers of the Corporation are authorized and directed to make and execute, in the name of the Corporation, the Plan of Merger attached hereto as Exhibit A.

RESOLVED, that each of the officers of the Corporation is hereby authorized and directed to execute any document or take any action, in the name and on behalf of the Corporation, which in his judgment is necessary to carry out the intent of the foregoing resolutions.

RESOLVED, that pursuant to the merger, all of the outstanding shares of Common Stock of the Parent, the only class of capital stock of the Parent issued and outstanding immediately prior to the merger, shall be converted into an aggregate 600 shares of Common Stock par value \$0.01 per share of the Surviving Corporation.

Dated as of November 12, 2008

/s/ Gerry Maughan
Gerry Maughan

CONSENT OF STOCKHOLDERS
IN LIEU OF
MEETING OF
STOCKHOLDERS
OF
QUALSERV CORPORATION

The undersigned, all of the Stockholders of QualServ Corporation, a South Carolina corporation (the "Corporation"), hereby consent to the taking of the following actions and hereby adopt, by written consent, the following resolutions:

RESOLVED, that all of the Directors of the Corporation are hereby removed, effective immediately.


RESOLVED, that Gerry Maughan is hereby elected as a Director of the Corporation.

RESOLVED, that the Corporation shall merge with and into RQS, Inc., a Delaware corporation, all of the issued and outstanding capital stock of which is owned by the Corporation; and that the proper officers of the Corporation are authorized and directed to make and execute, in the name of the Corporation, the Plan of Merger attached hereto as Exhibit A.

RESOLVED, that each of the officers of the Corporation is hereby authorized and directed to execute any document or take any action, in the name and on behalf of the Corporation, which in his judgment is necessary to carry out the intent of the foregoing resolutions.

Dated as of November 12, 2008

RQS, LLC
By: CIT Lending Services Corporation, its
Managing Member

By: 
Name: **John D. Crawford**
Title: **Vice President**

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

NOV 12 2008

ARTICLES OF MERGER OF

RQS, INC., a Delaware corporation

with

QUALSERV CORPORATION, a South Carolina corporation

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

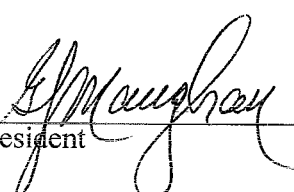
Pursuant to § 33-11-105 of the General Corporation Law
of the State of South Carolina

QualServ Corporation, a South Carolina corporation, desiring to merge into RQS, Inc., a Delaware corporation, hereby certifies as follows:

1. RQS, Inc. (the "Surviving Corporation") is a corporation organized and validly existing under the laws of the State of Delaware.
2. QualServ Corporation (the "Parent") is a corporation organized and validly existing under the laws of the State of South Carolina.
3. Attached hereto as Exhibit A is the Plan of Merger.
4. The Parent has 21,700 shares outstanding, each of which had one vote on approving the Plan of Merger and all of which were voted in favor of the Plan of Merger.

Dated: November 12, 2008

RQS, INC.

By 
Vice President

31661200.DOC

081112-0137 FILED: 11/12/2008
QUALSERV CORPORATION
Filing Fee: \$110.00 ORIG

Mark Hammond
South Carolina Secretary of State

TRADEMARK
REEL: 003889 FRAME: 0556

PLAN OF MERGER OF

RQS, INC., a Delaware corporation

with

QUALSERV CORPORATION, a South Carolina corporation

Pursuant to § 33-11-101 of the General Corporation Law
of the State of South Carolina

QualServ Corporation, a South Carolina corporation, desiring to merge with RQS, Inc., a Delaware corporation, hereby certifies as follows:


1. RQS, Inc., which shall be the surviving corporation (the "Surviving Corporation") is a corporation organized and validly existing under the laws of the State of Delaware.
2. QualServ Corporation (the "Parent") is a corporation organized and validly existing under the laws of the State of South Carolina.
3. On November 12, 2008, the Parent lawfully owned all of the issued and outstanding capital stock of the Surviving Corporation, and on that date the Board of Directors of the Parent and the Surviving Corporation, by resolution duly adopted by written consent, determined to merge the Parent into the Surviving Corporation and to assume all of its obligations.
4. Pursuant to the merger, all of the outstanding shares of Common Stock of the Parent, the only class of capital stock of the Parent issued and outstanding immediately prior to the merger, shall be converted into an aggregate of 600 shares of Common Stock par value \$0.01 per share of the Surviving Corporation.

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5. The Certificate of Incorporation of the Surviving Corporation shall be amended to change the name of the Surviving Corporation to QualServ Corporation.

Dated: November 12, 2008

RQS, INC.

By 
Name: B. J. MAUSHAU
Title: CFO

QUALSERV CORPORATION

By 
Name: B. J. MAUSHAU
Title: CFO

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