

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/30/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SM&A		11/30/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	SM&A
Street Address:	4695 MacArthur Court
Internal Address:	8th Floor
City:	Newport Beach
State/Country:	CALIFORNIA
Postal Code:	92660
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	3092703	SM&A
Registration Number:	2839539	SM&A SUCCESS MAKERS
Registration Number:	2394627	SM&A
Registration Number:	2132238	QUICKSTART

CORRESPONDENCE DATA

Fax Number: (949)475-4754
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 213-229-7366
 Email: sneeley@gibsondunn.com
 Correspondent Name: Stacia A. Neeley
 Address Line 1: 333 South Grand Avenue
 Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	68426-00009	TRADEMARK
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900125362

REEL: 003923 FRAME: 0886

CH \$115.00 3092703

NAME OF SUBMITTER:	Stacia A. Neeley
Signature:	/stacia a. neeley/
Date:	01/23/2009
Total Attachments: 4 source=sm&amerge#page1.tif source=sm&amerge#page2.tif source=sm&amerge#page3.tif source=sm&amerge#page4.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SM&A", A CALIFORNIA CORPORATION,

WITH AND INTO "SM&A" UNDER THE NAME OF "SM&A", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 2006, AT 3:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2006, AT 11:59 O'CLOCK P.M.

4258901 8100M

090062760



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7096604

DATE: 01-23-09

TRADEMARK
REEL: 003923 FRAME: 0888

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:28 PM 11/30/2006
FILED 03:28 PM 11/30/2006
SRV 061094225 - 4258901 FILE

CERTIFICATE OF MERGER

OF

SM&A

(a California corporation)

WITH AND INTO

SM&A

(a Delaware corporation)

(Under Section 252 of the General
Corporation Law of the State of Delaware)

SM&A, a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:

- (a) SM&A, a California corporation ("SM&A California"); and
- (b) SM&A, a Delaware corporation ("SM&A Delaware").

2. The Agreement and Plan of Merger (the "Agreement and Plan of Merger"), dated as of November 30, 2006 between SM&A California and SM&A Delaware has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 (and, with respect to SM&A Delaware, by the written consent of its sole stockholder in accordance with Section 228) of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is SM&A (the "Surviving Corporation").

4. The Certificate of Incorporation of SM&A Delaware as in effect immediately prior to the merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

5. The executed Agreement and Plan of Merger is on file at an office the Surviving Corporation at 4695 MacArthur Court, 8th Floor, Newport Beach, CA 92660.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of SM&A California consists of 60,000,000 shares, 50,000,000 of which are designated "Common Stock," par value \$0.0001, and 10,000,000 of which are designated "Preferred Stock," par value \$0.0001.

8. This Certificate of Merger shall become effective at 11:59 P.M. Eastern Standard Time on November 30, 2006.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be signed as of the 30th day of November, 2006.

SM&A

By:



Steven D. Handy
Senior Vice President, Chief Financial Officer,
and Secretary

Signature Page to Certificate of Merger