

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2009		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Chamilia, LLC		01/01/2009	LIMITED LIABILITY COMPANY: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Chamilia, Inc.		
<b>Street Address:</b>	530 North 3rd Street		
<b>Internal Address:</b>	Suite 400		
<b>City:</b>	Minneapolis		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55401		
<b>Entity Type:</b>	CORPORATION: MINNESOTA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Serial Number:	77550624	CHAMILIA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(207)774-7499		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	207-774-4000		
<b>Email:</b>	cbacall@verrilldana.com		
<b>Correspondent Name:</b>	Charles P. Bacall		
<b>Address Line 1:</b>	One Portland Square		
<b>Address Line 2:</b>	P.O. Box 586		
<b>Address Line 4:</b>	Portland, MAINE 04112-0586		
ATTORNEY DOCKET NUMBER:	34634-4641		
NAME OF SUBMITTER:	Charles P. Bacall		

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Signature:	/Charles P. Bacall/
Date:	03/03/2009
<b>Total Attachments: 10</b> source=Chamilia Art Merger MN#page1.tif source=Chamilia Art Merger MN#page2.tif source=Chamilia Art Merger MN#page3.tif source=Chamilia Art Merger MN#page4.tif source=Chamilia Art Merger MN#page5.tif source=Chamilia Art Merger MN#page6.tif source=Chamilia Art Merger MN#page7.tif source=Chamilia Art Merger MN#page8.tif source=Chamilia Art Merger MN#page9.tif source=Chamilia Art Merger MN#page10.tif	

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State of Minnesota

**SECRETARY OF STATE**

Certificate of Merger

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: CHAMILIA, INC.

NY: CHAMILIA LLC

State of Formation and Name of Surviving Entity:

MN: CHAMILIA, INC.

Effective Date of Merger: 01/01/2009

Name of Surviving Entity after Effective Date of Merger:

CHAMILIA, INC.

This certificate has been issued on: 12/23/2008



*Mark Ritchie*  
Secretary of State.

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DC-M



**CERTIFICATE OF MERGER**  
**OF**  
**CHAMILIA, LLC**  
*(a New York limited liability company)*  
**INTO**  
**CHAMILIA, INC.**  
*(a Minnesota corporation)*

Under Section 1003 of the Limited Liability Company Law

**FIRST:** The Articles of Organization for Chamilia, LLC, a New York limited liability company, were filed with the New York Department of State on June 19, 2003.

**SECOND:** Articles of Incorporation for Chamilia, Inc., a Minnesota corporation, were filed with the Minnesota Secretary of State on December 22, 2008. Chamilia, Inc. has not filed an application for a Certificate of Authority to do business in the State of New York, and will not conduct any such business in the State of New York until it has filed such an application.

**THIRD:** The Agreement and Plan of Merger has been approved and executed by the Members of Chamilia, LLC and the Board of Directors and shareholders of Chamilia, Inc.

**FOURTH:** The name of the surviving foreign corporation is Chamilia, Inc.

**FIFTH:** The Merger shall take effect on January 1, 2009.

**SIXTH:** Chamilia, Inc. may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of Chamilia, LLC and for the enforcement that is provided in the New York Limited Liability Company Law of the right of members of any domestic limited liability company to receive payment for their interest against Chamilia, Inc.

**SEVENTH:** Pursuant to Section 623 of the Business Corporation Law, Section 1005 of the New York Limited Liability Company Law or any applicable statute, Chamilia, Inc. will promptly pay to members of Chamilia, LLC the amount, if any, to which they shall be entitled under the provisions of the New York Limited Liability Company Law and any applicable statute relating to the right of members and owners to receive payment for their interest.

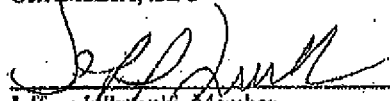
**EIGHTH:** The New York Secretary of State is designated as agent of Chamilia, Inc. upon whom process against it may be served. The address within or without this state to which the New York Secretary of State shall mail a copy of any process served upon him or her is: 530 North 3<sup>rd</sup> Street, Suite 400, Minneapolis, Minnesota 55401.

**NINTH:** This merger is permitted by the State of Minnesota, the jurisdiction of incorporation of Chamilia, Inc., and is in compliance with the laws of the State of Minnesota.

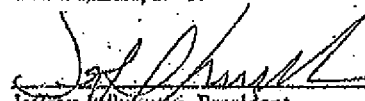
TENTH: The Agreement and Plan of Merger is on file at the following place of business of Chamilia, Inc.: 530 North 3<sup>rd</sup> Street, Suite 400, Minneapolis, Minnesota 55401.

ELEVENTH: A copy of the Agreement and Plan of Merger will be furnished by Chamilia, Inc. on request and without cost to any member of Chamilia, LLC.

CHAMILIA, LLC

  
Jeffrey Milkowski, Member

CHAMILIA, INC.

  
Jeffrey Milkowski, President

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ARTICLES OF MERGER  
OF  
CHAMILIA, LLC  
INTO  
CHAMILIA, INC.

Pursuant to Section 302A.615 of the Minnesota Business Corporation Act (Minn. Stat. Chapter 302A), the undersigned hereby executes the following articles of merger:

FIRST: The names of the organizations participating in the merger and the states under the laws of which they are respectively organized are as follows:

<u>NAME OF ORGANIZATION</u>	<u>STATE</u>
Chamilia, LLC	New York
Chamilia, Inc.	Minnesota

SECOND: The surviving corporation is Chamilia, Inc.

THIRD: The Plan of Merger attached hereto as Exhibit A and incorporated herein by reference sets forth the terms and conditions of the merger and the manner and basis of converting the membership interests of Chamilla, LLC into shares of Chamilla, Inc.

FOURTH: The Plan of Merger has been approved by each constituent organization pursuant to the Minnesota Business Corporation Act and the New York Limited Liability Company Law; and each constituent organization has complied with the laws of its respective jurisdiction of organization concerning this merger. The merger is permitted under the laws of the States of Minnesota and New York.

FIFTH: The Plan of Merger shall be effective in the State of Minnesota and the State of New York as of January 1, 2009.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers this 22 day of December, 2008.

CHAMILIA, LLC

By: 

Jeffrey Jalkowski  
Its: Member

CHAMILIA, INC.

By: 

Jeffrey Jalkowski  
Its: President

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## AGREEMENT AND PLAN OF MERGER

Parties: Chamilia, Inc., a Minnesota corporation ("Surviving Corporation") and Chamilia, LLC, a New York limited liability company ("Merged Company"), both of which have elected to be taxed as S corporations under the Internal Revenue Code of 1986, as amended.

Date: December 22, 2008

### RECITALS

The authorized capital stock of Surviving Corporation is 10,000,000 shares of \$.01 par value per share, of which 1,000 shares are issued and outstanding. The Merged Company is a limited liability company with 100% of its membership interests owned by three members.

The Boards of Directors of Surviving Corporation and the members of the Merged Company, respectively, deem it desirable and in the best interests of the entities and their shareholders or members that Merged Company be merged into Surviving Corporation, and the entities desire to so merge under the laws of the States of Minnesota and New York.

### AGREEMENT

The parties agree that Merged Company shall be, and hereby is, merged into Surviving Corporation, which shall be the surviving corporation, and the terms and conditions of such merger and the mode of carrying it into effect shall be as follows:

### ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation, as they shall exist upon the effective date of the merger, shall be and remain and continue to be the Articles of Incorporation of the Surviving Corporation until they have been altered, amended or repealed as therein provided.

### DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

Persons who are directors and officers of Surviving Corporation on the effective date of the merger shall be and remain and continue to be directors of the Surviving Corporation, and such directors shall hold office until their respective successors are elected in the manner provided by the Bylaws thereof.

### BYLAWS OF SURVIVING CORPORATION

The Bylaws of Surviving Corporation, as they shall exist upon the effective date of the merger, shall be and remain and continue to be the Bylaws of the Surviving Corporation until they shall have been altered, amended or repealed as therein provided.

### EFFECTIVE DATE OF MERGER

The merger shall be effective for all purposes on January 1, 2009.

### CONVERSION OF MEMBERSHIP INTERESTS

The manner of converting the membership interests of the Merged Company into shares of the Surviving Corporation shall be as set forth in this paragraph:

A. Each 1% membership interest of Merged Company outstanding on the effective date of the merger shall be converted into 1,000 shares of common stock of the Surviving Corporation and upon the effective date of the merger, all shares of stock of the Surviving Corporation issued and outstanding immediately prior to the merger shall automatically be cancelled, without any action on the part of the holders thereof.

### REORGANIZATION

This agreement shall constitute a merger under Section 368(a)(1)(A) of the Internal Revenue Code of 1986.



#### DELIVERY OF ASSIGNMENTS AND INSTRUMENTS

From time to time as and when requested by the Surviving Corporation or by its successors or assigns, each of the constituent corporations shall execute and deliver or cause to be executed and delivered all assignments and other instruments, and shall take or cause to be taken all such other and further actions as the Surviving Corporation may deem necessary and desirable in order more fully to vest in and confirm to the Surviving Corporation title to and possession of all rights, property, privileges, powers and franchises of the constituent entities, and otherwise to carry out the intent and purposes of this Agreement and Plan of Merger.

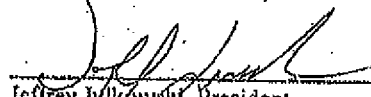
#### EXPENSES OF MERGER

The Surviving Corporation shall pay all expenses of carrying this Agreement and Plan of Merger into effect and of accomplishing the merger.

IN WITNESS WHEREOF, all the directors of Surviving Corporation and all the members of the Merged Company have hereunto set their hands all as of the day and year first written above.

Chamilia, Inc., a Minnesota Corporation  
(Surviving Corporation)

By:

  
Jeffrey J. Kowalski, President

Chamilia, LLC, a New York limited liability  
company (Merged Company)

By:

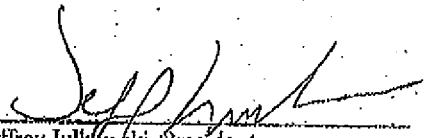
  
Jeffrey J. Kowalski, Member

CERTIFICATE OF PRESIDENT OF

CHAMILIA, INC.

I, Jeffrey Julkowski, President of Chamilia, Inc., a Minnesota corporation incorporated under the laws of the State of Minnesota, do hereby certify that the foregoing Agreement and Plan of Merger was approved by the vote of a majority of the voting power of all shares entitled to vote by a writing signed on December ~~22~~ 21, 2008.

Dated: December ~~22~~ 21, 2008

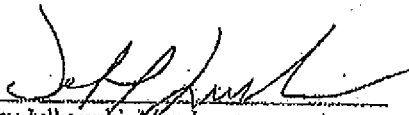
  
Jeffrey Julkowski, President

CERTIFICATE OF MEMBER OF

CHAMILIA, LLC

I, Jeffrey Julkowski, Member of Chamilia, LLC, a limited liability company incorporated under the laws of the State of New York, do hereby certify that the foregoing Agreement and Plan of Merger was approved by the vote of all of the members by a writing signed on December 22, 2008.

Dated: December 22, 2008

  
\_\_\_\_\_  
Jeffrey Julkowski, Member

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

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Secretary of State

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