

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2007		
<b>CONVEYING PARTY DATA</b>			
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>
	OPIN Systems, Inc.		12/31/2007
			<b>Entity Type</b>
			CORPORATION: MINNESOTA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Opin Systems, Inc.		
<b>Street Address:</b>	7900 International Drive		
<b>Internal Address:</b>	Suite 770		
<b>City:</b>	Bloomington		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55425		
<b>Entity Type:</b>	CORPORATION: FLORIDA		
<b>PROPERTY NUMBERS Total: 1</b>			
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
	Registration Number:	1949863	REVEAL
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(612)349-6556		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	612339-7461		
<b>Email:</b>	Jim.Nikolai@nm-iplaw.com		
<b>Correspondent Name:</b>	James T. Nikolai		
<b>Address Line 1:</b>	900 Second Avenue So.		
<b>Address Line 2:</b>	Suite 820		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55402		
<b>ATTORNEY DOCKET NUMBER:</b>	920114		
<b>NAME OF SUBMITTER:</b>	James T. Nikolai		

CH \$40.00 1949863

**900135553**

**TRADEMARK  
 REEL: 003999 FRAME: 0376**

Signature:	/James T. Nikolai/
Date:	06/04/2009
Total Attachments: 6 source=920114mergerdocs#page1.tif source=920114mergerdocs#page2.tif source=920114mergerdocs#page3.tif source=920114mergerdocs#page4.tif source=920114mergerdocs#page5.tif source=920114mergerdocs#page6.tif	

8M-468

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; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: OPIN SYSTEMS, INC.

FL: OPIN SYSTEMS OF FL, INC.

State of Formation and Name of Surviving Entity:

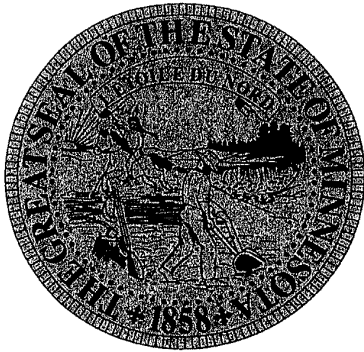
FL: OPIN SYSTEMS OF FL, INC.

Effective Date of Merger: 12/31/2007 @ 11:59 P.M.

Name of Surviving Entity after Effective Date of Merger:

OPIN SYSTEMS OF FL, INC.

This Certificate has been issued on: 12/27/2007



*Mark Ritchie*  
Secretary of State.

TRADEMARK  
REEL: 003999 FRAME: 0378

# *State of Florida*

## *Department of State*

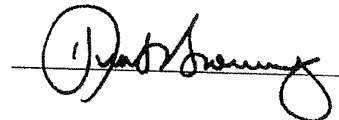
I certify from the records of this office that OPIN SYSTEMS, INC. is a corporation organized under the laws of the State of Florida, filed on December 24, 2007, effective December 24, 2007.

The document number of this corporation is P07000134377.

I further certify that said corporation has paid all fees due this office through December 31, 2007, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the Great Seal of  
Florida, at Tallahassee, the Capital, this the Third  
day of January, 2008*



*Secretary of State*



Authentication ID: 300113695993-010308-P07000134377

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.  
[www.sunbiz.org/auth.html](http://www.sunbiz.org/auth.html)

TRADEMARK  
REEL: 003999 FRAME: 0379

**ARTICLES OF MERGER  
OPIN SYSTEMS OF FL, INC., A FLORIDA CORPORATION  
AND  
AMENDMENT TO ORIGINAL ARTICLES OF INCORPORATION  
TP  
OPIN SYSTEMS OF FL, INC.**

**ARTICLE ONE - PLAN OF MERGER**

The Agreement of Merger between OpIn Systems of Fl, Inc., (FL Corp) and OpIn Systems, Inc., (MN Corp) constituting the Plan of Merger is attached hereto as Exhibit A.

**ARTICLE TWO - EFFECTIVE DATE**

The merger is to be effective as of December 31, 2007, or if later than December 31, 2007, the date of filing the Articles of Merger with the Florida Department of State ("Effective Date").

**ARTICLE THREE - BOARD AND SHAREHOLDER APPROVAL**

The Board of Directors and Shareholders of OpIn Systems, Inc., approved the Plan of Merger on December 26, 2007.

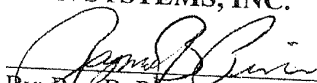
The Board of Directors of OpIn Systems of Fl, Inc., approved the Plan of Merger on December 26, 2007. Prior to the Effective Date of the Merger, there are no shareholders in OpIn Systems of Fl, Inc. necessitating shareholder approval of the Plan of Merger. As of the Effective Date of the Merger, the amendment to the Articles of Incorporation, changing the name of the Corporation to OpIn Systems, Inc., does not require shareholder approval under Florida Statutes 607.1002.

**ARTICLE FOUR - AMENDMENT TO ARTICLES OF INCORPORATION**

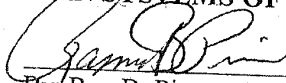
On the Effective Date, the original Articles of Incorporation for OpIn Systems of FL, Inc., are amended as follows:

- A. The name OpIn Systems of FL, Inc., is changed to OpIn Systems, Inc.

**OPIN SYSTEMS, INC.**

  
By: Ray B. Pinson Dated: 12/26/2007

**OPIN SYSTEMS OF FL, INC.**

  
By: Ray B. Pinson Dated: 12/26/2007

**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**  
**BETWEEN**  
**OPIN SYSTEMS, INC., A MINNESOTA CORPORATION**  
**PURSUANT TO MINN. STAT. 302A.611**  
**AND**  
**OPIN SYSTEMS OF FL, INC., A FLORIDA CORPORATION**  
**PURSUANT TO FLORIDA STATUTES 607.1101**

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is made as of December 26, 2007 by and between OpIn Systems, Inc., a Minnesota corporation and OpIn Systems of FL, Inc., a Florida corporation ("FL Corp").

Recitals:

MN Corp was incorporated in Minnesota on December 19, 1994. Its current authorized capital stock consists of 100,000 shares of Common Stock, no par value, of which 100,000.00, shares are issued and outstanding;

FL Corp was incorporated in Florida on December 24, 2007. Its current authorized capital stock consists of 100,000 shares of Common Stock, no par value, of which no shares are issued and outstanding.

Just prior to the Effective Date, MN Corp will have one shareholder who owns all issued and outstanding shares of stock in MN Corp.

The MN Corp shareholder prior to the Effective Date and FL Corp shareholder on the Effective Date is one and the same person.

**INTRODUCTION**

The Plan of Merger is intended to comply with Minnesota Statutes Chapter 302A et. seq., Florida Statutes Chapter 607 et. seq., and constitute a tax free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code and accompanying Treasury Regulations. The result of the Merger is OpIn Systems, Inc., a Minnesota corporation will cease to exist and OpIn Systems of FL, Inc., a Florida corporation, will be the surviving corporation. On the Effective Date (as defined below) the Articles of Merger of FL Corp amend the Articles of Incorporation of OpIn Systems of FL, Inc., changing the name of OpIn Systems of FL, Inc., to OpIn Systems, Inc.

**PLAN OF MERGER: TERMS AND CONDITIONS**

OpIn Systems, Inc., a Minnesota corporation ("MN Corp") will merge into OpIn Systems of FL, Inc., a Florida corporation ("FL Corp") on the Effective Date.

The **Effective Date** is defined herein as December 31, 2007, or the date of filing the Articles of Merger with the Florida Department of State, if later than December 31, 2007.

On the Effective Date, the separate corporate existence of MN Corp shall cease; the corporate identity, existence, powers, rights and immunities of FL Corp as the surviving corporation shall continue unimpaired by the merger; and FL Corp shall succeed to and shall possess all the assets, properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all the debts, liabilities, obligations, restrictions and duties of MN Corp, all without further act or deed.

On the Effective Date, the obligations of MN Corp under or with respect to every plan, trust, program and benefit then in effect or administered by MN Corp for the benefit of the directors, officers and employees of MN Corp shall become the lawful obligations of FL Corp and shall be implemented and administered in the same manner and without interruption until the same are amended or otherwise lawfully altered or terminated. On the Effective Date, FL Corp hereby expressly adopts and assumes all obligations of MN Corp under such employee benefit plans.

On the Effective Date, pursuant to Articles of Merger filed with the Florida Department of State, the Articles of FL Corp are amended (i) changing the name of FL Corp to Opin Systems, Inc.

The shareholders and Board of Directors of MN Corp and the Board of Directors of FL Corp (as there are no shareholders in FL Corp prior to Merger) will vote on whether to approve the Plan of Merger in a timely manner such that if approval is obtained, all required corporate filings can be made with the appropriate authorities in Minnesota and Florida by the Effective Date.

On the Effective Date, each share of MN Corp Common Stock outstanding immediately prior thereto shall be automatically changed and converted into one fully paid and nonassessable, issued and outstanding share of FL Corp Common Stock.

On the Effective Date, all of the previously issued and outstanding shares of MN Corp common stock that were issued and outstanding immediately prior to the Effective Date shall be automatically retired and canceled.

On the Effective Date, all of the outstanding certificates that, prior to that date, represented shares of MN Corp common stock shall be deemed for all purposes to evidence ownership of and to represent the number of shares of FL Corp common stock into which such shares of MN Corp common stock are converted as provided herein.

The basis of shares held by shareholders of FL Corp as of the Effective Date will be the same basis as MN Corp shares just prior to the Effective Date, calculated in a manner consistent with Internal Revenue Code Section 368(a)(1)(F).

After the Effective Date and at the request of FL Corp, individuals with authority to act on behalf of MN Corp pursuant to Minnesota law shall execute such other instruments,

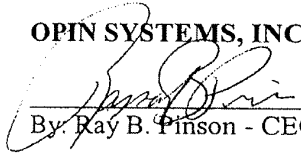
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and take such further action as shall be appropriate, advisable or necessary in order to vest, perfect or confirm in FL Corp the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of MN Corp.

On the Effective Date, the Bylaws of MN Corp in effect immediately prior to the Effective Date shall become the Bylaws of FL Corp. In case of an inconsistency with Florida Statutes Chapter 607 and the Bylaws, such Bylaws shall be interpreted in a manner consistent with Florida Statutes Chapter 607.

Agreed to by the officers of the constituent corporations effective as of December 26, 2007.

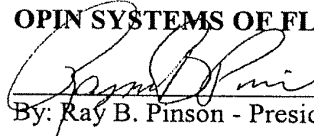
**OPIN SYSTEMS, INC.**



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By: Ray B. Pinson - CEO

**OPIN SYSTEMS OF FL, INC.**



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By: Ray B. Pinson - President