

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/08/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Uniquescreen Media, Inc.		03/08/2004	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Uniquescreen Media, Inc.
Street Address:	4140 Thielman Lane
Internal Address:	Suite 304
City:	Saint Cloud
State/Country:	MINNESOTA
Postal Code:	56303
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	3410512	THE REST OF AMERICA
Registration Number:	2961327	THE SHOW BEFORE THE SHOW
Registration Number:	2979326	PREFLIX
Registration Number:	2808323	UNIQUESCREEN MEDIA

CORRESPONDENCE DATA

Fax Number: (212)808-7897
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 808-7800
 Email: mmarcotte@kelleydrye.com
 Correspondent Name: Matthew D. Marcotte
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 Address Line 4: New York, NEW YORK 10178

900138203

**TRADEMARK
 REEL: 004019 FRAME: 0188**

CH \$115.00 3410512

ATTORNEY DOCKET NUMBER:	013224-0039
NAME OF SUBMITTER:	Matthew D. Marcotte
Signature:	/Matthew D. Marcotte/
Date:	07/08/2009
Total Attachments: 8 source=USM - Articles of Merger - Minnesota File#page1.tif source=USM - Articles of Merger - Minnesota File#page2.tif source=USM - Articles of Merger - Minnesota File#page3.tif source=USM - Articles of Merger - Minnesota File#page4.tif source=USM - Articles of Merger - Minnesota File#page5.tif source=USM - Articles of Merger - Minnesota File#page6.tif source=USM - Articles of Merger - Minnesota File#page7.tif source=USM - Articles of Merger - Minnesota File#page8.tif	

**ARTICLES OF MERGER
OF
UNIQUESCREEN MEDIA, INC.,
A DELAWARE CORPORATION,
AND
UNIQUESCREEN MEDIA, INC.,
A MINNESOTA CORPORATION**

In accordance with Section 251 of the General Corporation Law of the State of Delaware (the "Delaware GCL"), and Section 302A.615 of the Minnesota Business Corporation Act (the "MBCA"), the undersigned officers of UniqueScreen Media, Inc., a Delaware corporation, and UniqueScreen Media, Inc., a Minnesota corporation (together, the "Constituent Corporations"), do hereby make and execute these Articles of Merger.

ARTICLE I

Constituent Corporations and Surviving Corporation

The names of the Constituent Corporations in the merger (the "Merger") are UniqueScreen Media, Inc., a Delaware corporation, and UniqueScreen Media, Inc., a Minnesota corporation.

The Surviving Corporation is UniqueScreen Media, Inc., a Delaware corporation.

ARTICLE II

Approval of the Merger

The Agreement and Plan of Merger by and among the parties dated March 8, 2004, has been approved, adopted, and certified by the boards of directors and stockholders of each of the Constituent Corporations, in accordance with Section 251 of the Delaware GCL and Section 302A.613 of the MBCA.

ARTICLE III

Effective Date

The Merger shall be effective upon filing of these Articles of Merger with the offices of the Minnesota Secretary of State, pursuant to the MBCA.

ARTICLE IV

Amendment of Certificate of Incorporation

Following the Merger, the Certificate of Incorporation of UniqueScreen Media, Inc., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

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ARTICLE V

Agreement and Plan of Merger

The Merger shall be effectuated pursuant to the Agreement and Plan of Merger, which is attached hereto as Exhibit "A" with the Minnesota Secretary of State and shall remain on file at the offices of UniqueScreen Media, Inc., a Delaware corporation, at 4140 Thielman Lane, Suite 304, Saint Cloud, Minnesota 56303. A copy of the Agreement and Plan of Merger shall be furnished by the surviving corporation upon request and without cost, to any stockholder of either of the Constituent Corporations.

ARTICLE VI

Consent to Service of Process

UniqueScreen Media, Inc., a Delaware corporation, as the Surviving Corporation, hereby agrees that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of a constituent organization and in a proceeding for the enforcement of the rights of a dissenting shareholder of a constituent corporation against UniqueScreen Media, Inc., a Minnesota corporation.

UniqueScreen Media, Inc., a Delaware corporation, hereby irrevocably appoints the Secretary of State of the State of Minnesota as its agent to accept service of process in any proceeding. Any such process may be forwarded to UniqueScreen Media, Inc., a Delaware corporation, Attention Shawn A. Teal, 4140 Thielman Lane, Suite 304, Saint Cloud, Minnesota 56303.

UniqueScreen Media, Inc., a Delaware corporation, hereby agrees that it will promptly pay to the dissenting Shareholders of each domestic constituent corporation the amount, if any, to which they are entitled under Minnesota Statutes Section 302A.473.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused these Articles of Merger to be signed by its officer thereunto duly authorized this 8th day of March, 2004.

UNIQUESCREEEN MEDIA, INC.,
a Delaware corporation

By: Shawn A. Teal
Shawn A. Teal
Chief Executive Officer/President

UNIQUESCREEEN MEDIA, INC.,
a Minnesota corporation

By: Shawn A. Teal
Shawn A. Teal
Chief Executive Officer/President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated as of March 8, 2004, by and between UniqueScreen Media, Inc., a Minnesota corporation ("Merged Corporation"), and UniqueScreen Media, Inc., a Delaware corporation ("Surviving Corporation") (collectively, the "Constituent Corporations").

WHEREAS, Merged Corporation has been duly incorporated and is validly existing as a corporation under and by virtue of the laws of the State of Minnesota; and

WHEREAS, Surviving Corporation has been duly incorporated and is validly existing as a corporation under and by virtue of the laws of the State of Delaware; and

WHEREAS, all of the outstanding shares of common stock of the Merged Corporation are owned by Eugene K. Schreder, Alyssa M. Schreder and Shawn A. Teal; and

WHEREAS, Surviving Corporation has 10,000 authorized shares of capital stock at no par value, and all of the outstanding shares of common stock of the Surviving Corporation are owned by Eugene K. Schreder, Alyssa M. Schreder and Shawn A. Teal; and

WHEREAS, the respective Boards of Directors and stockholders of the Constituent Corporations deem it advisable for Merged Corporation to merge with and into Surviving Corporation in accordance with Section 252 of the General Corporation Law of the State of Delaware and Section 302A.601 of the Minnesota Business Corporation Act, and the Boards of Directors and stockholders of the Constituent Corporations have approved and authorized the execution and delivery of this Agreement;

NOW, THEREFORE, IN CONSIDERATION of the premises and of the mutual covenants, agreements and provisions herein contained, the parties agree as follows:

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I.

THE MERGER, CLOSING, EFFECTIVE DATE

1.1 Subject to the terms and conditions contained herein, at the Effective Date, Merged Corporation shall be merged with and into Surviving Corporation (the "Merger"). UniqueScreen Media, Inc., a Delaware corporation, shall be the Surviving Corporation, and the separate corporate existence of Surviving Corporation with all its rights, privileges, powers and franchises shall continue unaffected by the Merger, as provided under the laws of the States of Delaware and Minnesota. As provided therein, on the Effective Date, Surviving Corporation shall possess all of the rights, privileges, powers and franchises of a public or of a private nature, and being subject to all the restrictions, disabilities and duties of the Constituent Corporations so merged; and all and singular, the rights, privileges, power and franchises of each of the Constituent Corporations, and all property, real, personal and mixed; and all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions and all other things in action or belonging to each of the Constituent Corporations shall be vested in Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of Delaware, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to Surviving Corporation, and

may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

1.2 The Closing of the Merger shall take place at the offices of Rinke-Noonan, St. Cloud, Minnesota, on March 8, 2004, or at such other time and place as the parties may agree. The date on which the Closing takes place is hereinafter called the "Closing Date." At the Closing, the Constituent Corporations shall execute and deliver the Articles of Merger and Certificate of Merger, and the Merger shall become effective upon the filing of the Articles of Merger in Minnesota and the Certificate of Merger in Delaware (the "Effective Date").

1.3 The parties agree to execute such certificates, conveyances, agreements or documents of transfer which Surviving Corporation in its discretion considers necessary to carry out or otherwise perform the undertakings provided for herein.

II.

ARTICLES; BYLAWS; OFFICERS AND DIRECTORS

2.1 Articles of Incorporation. The Certificate of Incorporation of Surviving Corporation as in effect immediately prior to the Effective Date shall continue as the Certificate of Incorporation of the Surviving Corporation and shall remain unchanged following the Effective Date.

2.2 Bylaws. The Bylaws of Surviving Corporation as in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation unless and until amended or repealed as provided in said Bylaws.

2.3 Officers and Directors. The directors and officers of the Surviving Corporation on the Effective Date shall be the directors and officers of the Surviving Corporation shall continue in

office until their successors have been duly elected or appointed in accordance with the Certificate of Incorporation and Bylaws of the Surviving Company.

III.

CONVERSION OF SECURITIES

3.1 The manner of converting shares of Surviving Corporation and Merged Corporation in the Merger shall be as follows:

a. Each share of the issued and outstanding common stock of Merged Corporation shall be converted into the right to receive 1/10 of a share of Series B Preferred Stock of Surviving Corporation as set forth below:

Shareholder	Shares of Merged Corporation Stock to be Surrendered	Shares of Surviving Corporation's Series B Preferred Stock to be Issued
Shawn A. Teal	1,000	100
Eugene K. Schreder	5,100	510
Alvssa M. Schreder	3,900	390

Upon surrender of the appropriate certificates representing the issued and outstanding common stock of Merged Corporation by the holders thereof, certificates for the appropriate number of Series B Preferred Stock shall be issued and exchanged by Surviving Corporation.

b. Each share of the issued and outstanding common stock of Surviving Corporation outstanding as of the Effective Date shall remain outstanding as shares of common stock of the Surviving Corporation and shall not be converted into any other security pursuant to the Merger.

c. Each option or warrant to purchase Merged Corporation common stock outstanding immediately prior to the Effective Date shall automatically be converted into and become an option to purchase Surviving Corporation Series B Preferred Stock at the same price and on all the same terms and subject to all the same conditions, as existed with respect to such option or warrant to purchase Merged Corporation Common Stock, all subject to the conversion formula set forth in paragraph 3.1(a).

IV.

MISCELLANEOUS

4.1 Notice of Service of Process. The Surviving Corporation agrees that it may be served with process in the State of Minnesota in any proceeding for enforcement of any obligation of the Merged Corporation as well as in a proceeding for the enforcement of the rights of a dissenting shareholder of the Merged Corporation against the Surviving Corporation. The Surviving Corporation hereby irrevocably appoints the Minnesota Secretary of State as its agent to accept service of process in any such suit or proceeding. The address to which a copy of such process shall be mailed by the Minnesota Secretary of State is 4140 Thielman Lane, Suite 304, Saint Cloud, Minnesota 56303. The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders of the Merged Corporation, the amount, if any, to which they are entitled under Section 302A.471 of the Minnesota Business Corporation Act.

4.2 Abandonment of Merger. Notwithstanding anything herein contained to the contrary, this Agreement and Plan of Merger may be terminated or abandoned, before the Effective Date of the merger, by mutual consent of the Board of Directors of the Merged Corporation and the Board of Directors of the Surviving Corporation.

4.3 Counterparts. For the convenience of the parties hereto, this Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

4.4 Governing Law. This Agreement shall be executed and delivered and is intended to be performed in the State of Delaware, and the execution, validity, construction and performance of this Agreement shall be construed and enforced in accordance with the laws of said state.

4.5 Captions. The captions of sections and paragraphs of this Agreement are for convenience only and shall not control or affect the meaning or construction of any provisions of this Agreement.

IN WITNESS WHEREOF, each of the parties have caused this Agreement to be signed by its officers thereunto duly authorized and attested by its secretary or assistant secretary, all as of the day and year first above written.

SURVIVING CORPORATION

MERGED CORPORATION

UNIQUESCREEN MEDIA, INC.,
a Delaware corporation

UNIQUESCREEN MEDIA, INC.,
a Minnesota corporation

By: Shawn A. Teal
Shawn A. Teal
Chief Executive Officer/President

By: Shawn A. Teal
Shawn A. Teal
Chief Executive Officer/President

ATTEST:

ATTEST:

John B. Brownson
John B. Brownson
Chief Operating Officer

John B. Brownson
John B. Brownson
Chief Operating Officer.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 08 2004

Mary Hiffmeyer
Secretary of State

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