

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/30/2004		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Entity Type		
	Fragomen, Del Rey, Bernsen & Loewy, P.C.		06/09/2004
			CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Fragomen and Associates, P.C.		
Street Address:	515 Madison Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2906599	FRAGOMEN
CORRESPONDENCE DATA			
Fax Number:	(212)575-0671		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-970-9200		
Email:	trademark@cll.com, gta@cll.com		
Correspondent Name:	Joel Kami Schmidt		
Address Line 1:	1133 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	25439.JKS.GA		
NAME OF SUBMITTER:	Joel Kami Schmidt		
Signature:	/Joel Kami Schmidt/		

OP \$40.00 2906599

Date:

09/25/2009

Total Attachments: 8

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ARTICLES OF MERGER
OF
FRAGOMEN, DEL REY, BERNSEN & LOEWY, P.C.
(A New York Professional Service Corporation)
INTO
FRAGOMEN AND ASSOCIATES, P.C.
(A Minnesota Corporation)

Pursuant to Sections 302A.601 to 302A.615 of the Minnesota Statutes, the undersigned corporations execute the following articles of merger:

FIRST: The name and jurisdiction of incorporation of each constituent corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Fragomen, Del Rey, Bernsen & Loewy, P.C.	New York
Fragomen and Associates, P.C.	Minnesota

SECOND: The name of the surviving corporation is Fragomen and Associates, P.C.

THIRD: The plan of merger attached as Exhibit A hereto (the "Plan of Merger") was approved by the affirmative vote of a majority of the directors present at a meeting of the board of each constituent corporation.

FOURTH: The merger shall become effective at 9:00 p.m. Central Time (10:00 p.m. EDT) June 30, 2004.

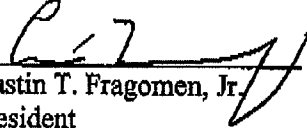
FIFTH: The Plan of Merger was approved by each constituent corporation in accordance with Chapter 302A of the Minnesota Statutes.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 9th day of June, 2004.

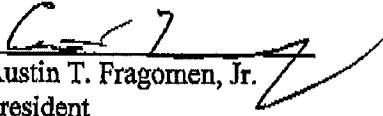
FRAGOMEN, DEL REY, BERNSEN & LOEWY, P.C.
(A New York Professional Service Corporation)

By:


Austin T. Fragomen, Jr.
President

FRAGOMEN AND ASSOCIATES, P.C.
(A Minnesota Corporation)

By:


Austin T. Fragomen, Jr.
President

PLAN OF MERGER

PLAN OF MERGER, dated as of June 9, 2004 (this "Plan of Merger"), between Fragomen and Associates, P.C., a Minnesota professional corporation (the "Minnesota Corporation"), and Fragomen, Del Rey, Bernsen & Loewy, P.C., a New York professional service company (the "New York Corporation").

WITNESSETH:

WHEREAS, the Minnesota Corporation desires to acquire the properties and other assets, and to assume all of the liabilities and obligations, of the New York Corporation by means of a merger of the New York Corporation with and into the Minnesota Corporation;

WHEREAS, Section 1516 of the New York General Business Law (the "New York Law") and Section 302A.601 of the Minnesota Statutes (the "Minnesota Law") authorize the merger of a New York professional corporation with and into a Minnesota professional corporation which is qualified to do business in New York and engaged in the practice of the same profession;

WHEREAS, the Minnesota Corporation and the New York Corporation now desire to merge (the "Merger"), following which the Minnesota Corporation shall be the surviving entity;

WHEREAS, the shareholders, on behalf of the Minnesota Corporation, have unanimously approved this Plan of Merger and the consummation of the Merger; and

WHEREAS, the shareholders, on behalf of the New York Corporation, have unanimously approved this Plan of Merger and the consummation of the Merger;

NOW THEREFORE, the parties hereto hereby agree as follows:

ARTICLE I

THE MERGER

SECTION 1.01. The Merger.

(a) On June 30, 2004, after satisfaction or, to the extent permitted hereunder, waiver of all conditions to the Merger, as the New York Corporation and the Minnesota Corporation shall determine, the Minnesota Corporation, which shall be the surviving entity, shall file a certificate of merger (the "Certificate of Merger") with the Department of State of the State of New York and make all other filings or recordings

required by the New York Law or the Minnesota Law in connection with the Merger. The Merger shall become effective at 10:00 p.m. Eastern Daylight Time (9:00 p.m. Central Daylight Time) (the "Effective Time").

(b) At the Effective Time, the New York Corporation shall be merged with and into the Minnesota Corporation, whereupon the separate existence of the New York Corporation shall cease, and the Minnesota Corporation shall be the surviving entity of the Merger (the "Surviving Corporation") in accordance with Section 1516 of the New York Law and Section 302A.601 of the Minnesota Law.

SECTION 1.02. Exchange of Stock. At the Effective Time:

(a) Each share of stock in the New York Corporation outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be exchanged for one one hundredth of a share of the stock of the Minnesota Corporation.

(b) Each share of stock in the Minnesota Corporation outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as a share of stock in the Surviving Corporation.

ARTICLE II

THE SURVIVING LIMITED LIABILITY COMPANY

SECTION 2.01. Certificate of Formation and Limited Liability Company Agreement. The articles of incorporation and bylaws of the Minnesota Corporation in effect at the Effective Time shall be the articles of incorporation and bylaws of the Surviving Corporation unless and until amended in accordance with applicable law. The name of the Surviving Corporation shall be Fragomen and Associates, P.C.

ARTICLE III

**TRANSFER AND CONVEYANCE OF ASSETS
AND ASSUMPTION OF LIABILITIES**

SECTION 3.01. Transfer, Conveyance and Assumption. At the Effective Time, the Minnesota Corporation shall continue in existence as the Surviving Corporation, and without further transfer, succeed to and possess all of the rights, privileges and powers of the New York Corporation, and all of the assets and property of whatever kind and character of the New York Corporation shall vest in the Minnesota Corporation without further act or deed; thereafter, the Minnesota Corporation, as the Surviving Corporation,

shall be liable for all of the liabilities and obligations of the New York Corporation, and any claim or judgment against the New York Corporation may be enforced against the Minnesota Corporation, as the Surviving Corporation, in accordance with Section 302A.601 of the Minnesota Law.

SECTION 3.02. Further Assurances. If at any time the Minnesota Corporation shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to vest, perfect or confirm of record in the Surviving Corporation the title to any property or right of the New York Corporation, or otherwise to carry out the provisions hereof, the proper representatives of the New York Corporation as of the Effective Time shall execute and deliver any and all proper deeds, assignments, and assurances and do all things necessary or proper to vest, perfect or convey title to such property or right in the Surviving Corporation, and otherwise to carry out the provisions hereof.

ARTICLE IV

TERMINATION

SECTION 4.01. Termination. This Plan of Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Time:

(i) by mutual written consent of the Minnesota Corporation and the New York Corporation; or

(ii) by either the Minnesota Corporation, or the New York Corporation, if there shall be any law or regulation that makes consummation of the Merger illegal or otherwise prohibited, or if any judgment, injunction, order or decree enjoining the Minnesota Corporation or the New York Corporation from consummating the Merger is entered and such judgment, injunction, order or decree shall become final and nonappealable.

SECTION 4.02. Effect of Termination. If this Plan of Merger is terminated pursuant to Section 4.01, this Plan of Merger shall become void and of no effect with no liability on the part of either party hereto.

ARTICLE V

CONDITIONS TO THE MERGER

SECTION 5.01. Conditions to the Obligations of Each Party. The obligations of the Minnesota Corporation and the New York Corporation to consummate the Merger are subject to satisfaction of the following conditions as of the Effective Time:

(i) no provision of any applicable law or regulation and no judgment, injunction, order or decree shall prohibit the consummation of the Merger; and

(ii) all actions by or in respect of or filings with any governmental body, agency, official, or authority required to permit the consummation of the Merger shall have been obtained.

ARTICLE VI

MISCELLANEOUS

SECTION 6.01. Amendments; No Waivers. (a) Any provision of this Plan of Merger may, subject to applicable law, be amended or waived prior to the Effective Time if, and only if, such amendment or waiver is in writing and signed by the Minnesota Corporation and the New York Corporation.

(b) No failure or delay by any party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any rights or remedies provided by law.

SECTION 6.02. Integration. All prior or contemporaneous agreements, contracts, promises, representations, and statements, if any, between the New York Corporation and the Minnesota Corporation, or their representatives, are merged into this Plan of Merger, and this Plan of Merger shall constitute the entire understanding between the New York Corporation and the Minnesota Corporation with respect to the subject matter hereof.

SECTION 6.03. Successors and Assigns. The provisions of this Plan of Merger shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, provided that no party may assign, delegate or otherwise transfer any of its rights or obligations under this Plan of Merger without the consent of the other party hereto.

SECTION 6.04. Governing Law. This Plan of Merger shall be construed in accordance with and governed by the laws of the State of New York, without giving effect to principles of conflict of laws.


SECTION 6.05. Counterparts; Effectiveness. This Plan of Merger may be signed in any number of counterparts, each of which shall be an original, with the same

effect as if the signatures thereto and hereto were upon the same instrument. This Plan of Merger shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

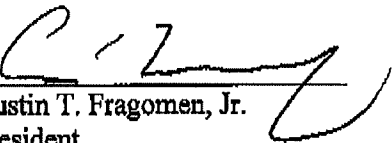
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IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed as of the day and year first above written.

FRAGOMEN AND ASSOCIATES, P.C.
a Minnesota professional corporation

By: 
Austin T. Fragomen, Jr.
President

FRAGOMEN, DEL REY, BERNSEN & LOEWY, P.C.,
a New York professional service corporation

By: 
Austin T. Fragomen, Jr.
President

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 24 2004


Secretary of State