

10-05-2009



103576253

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Emery/Morgan Acquisition Corporation

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: Maine
- Other _____

Citizenship (see guidelines) U.S.

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) September 15, 2009

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: The Emery-Waterhouse Company

Internal _____

Address: _____

Street Address: P0 Box 659-Rand Road

City: Portland

State: Maine

Country: U.S. Zip: 04104

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship U.S.
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

N/A

3338351

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Stallion

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Michael J. Quinlan, Esq.

Internal Address: _____

Street Address: Ten Free Street

City: Portland

State: Maine Zip: 04101

Phone Number: (207) 775-7271

Fax Number: (207) 775-7935

Email Address: mquinlan@jbgh.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

10/05/2009 MJAMA1 00000007 3338351

Deposit Account Number _____

01 FC:0521

Authorized User Name _____

40.00 DP

9. Signature:

Signature

9/30/09
Date

Michael J. Quinlan

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

STATE OF MAINE
ARTICLES OF MERGER
OR
SHARE EXCHANGE

File No. 18920000 D Pages 3
File No 20070950 D
Fee Paid \$ 100
DCN 2092671900006 MERG
—FILED— —EFFECTIVE—
09/16/2009

Julie L. Signer
Deputy Secretary of State

A True Copy When Attested By Signature

Julie L. Signer
Deputy Secretary of State

Pursuant to 13-C MRSA §1106, the undersigned survivor of the merger or the acquiring corporation in a share exchange executes and delivers the following Articles of Merger or Share Exchange:

FIRST: The names, type of entity, jurisdiction of the parties to the merger or share exchange and the date on which the merger or share exchange occurred or is to be effective:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>	<u>Date</u>
The Emery-Waterhouse Company;	Corporation;	Maine;	September 15, 2009
Emery/Morgan Acquisition Corporation;	Corporation;	Maine,	September 15, 2009

Names, type of entity, jurisdiction and effective date of the additional parties to the merger or share exchange are attached as Exhibit _____ and made a part hereof.

SECOND: The name and jurisdiction of incorporation of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>
The Emery-Waterhouse Company,	Maine

THIRD: The executed agreement or plan of merger is on file at the principal place of business of the surviving business entity. A copy of the agreement or plan of merger will be furnished by the surviving entity, on request and without cost, to any shareholder of any constituent corporation and any record owner of interests in any other business entity that participated in the merger. The address of such place of business is as follows:

P O Box 659, Rand Road, Portland, Maine 04104

FOURTH: ("X" one box only)

- If the originating document of the survivor of a merger is amended, the amendments to the survivor's originating document are attached as Exhibit ___ and made a part hereof.
- If the result of the merger or share exchange creates a new corporation, attached is Exhibit _____ which contains all the provisions required to be set forth in its public organic document with any other desired provisions that are permitted. (Attach form MBCA-6-1, for a domestic business corporation)

FIFTH: The future effective date of the articles of merger or share exchange (if other than the date of filing of the articles of merger or share exchange) is _____

SIXTH: ("X" if applicable)

- The plan was duly approved by the shareholders and, if voting by any separate voting group was required, by each separate group in the manner required by Title 13-C and the corporation's articles of incorporation
- The plan of merger or share exchange did not require approval by the shareholders.

SEVENTH: ("X" if applicable)

- The participation of the foreign corporation was duly authorized as required by the organic law of the corporation
- The participation of the eligible entity was duly authorized as required by the organic law of that entity

EIGHTH: When a merger becomes effective, a foreign corporation or a foreign eligible entity that is the survivor of the merger is deemed to appoint the Secretary of State as its agent for service of process in a proceeding to enforce the rights of shareholders of each domestic corporation that is a party to the merger who exercise appraisal rights. The foreign corporation or the foreign other entity shall provide the mailing address to which the Secretary of State may mail a copy of any process served on the Secretary of State

(mailing address)

NINTH: The foreign corporation or foreign eligible entity agrees that it will promptly pay the amount, if any, to which the shareholders are entitled under chapter 13 of Title 13-C

TENTH: The merger was effected in compliance with the laws applicable to mergers of all parties to the merger.

ELEVENTH: There is an agreement that the surviving corporation or eligible business entity shall continue to comply with all provisions of all laws applicable to mergers of all parties to the merger, including, without limitation, provisions on payment of amounts to which dissenting shareholders are entitled

Must Be Completed By the First Party to the Merger

The Emery-Waterhouse Company

SEPT. 15 2009

(Name and type of participating business entity)

(Date)

Stephen M. Frawley

Stephen M. Frawley, President

(*Authorized signature)

(Type or print name and capacity)

(*Authorized signature)

(Type or print name and capacity)

Must Be Completed By the Second Party to the Merger

Emery/Morgan Acquisition Corporation

SEPT. 15, 2009

(Name and type of participating business entity)

(Date)

Stephen M. Frawley

Stephen M. Frawley, President

(*Authorized signature)

(Type or print name and capacity)

(*Authorized signature)

(Type or print name and capacity)

Must Be Completed By the Third Party to the Merger

(Name and type of participating business entity)

(Date)

(*Authorized signature)

(Type or print name and capacity)

(*Authorized signature)

(Type or print name and capacity)

(Copy this page, and modify participant number, if more signature spaces are needed)

*Articles MUST be signed as follows:

- (1) If a corporation is a party to the merger/share exchange, this document must be signed by an officer or other duly authorized representative on behalf of each party. (13-C MRSA §1106 I).
- (2) If a limited partnership is a party to the merger/share exchange, this document must be signed by each general partner listed in the certificate of limited partnership (31 MRSA §1438 I)
- (3) If a limited liability company is a party to the merger/share exchange, this document must be signed by:
 - (a) at least one **manager** OR
 - (b) at least one **member** if the limited liability company is managed by the members OR
 - (c) any duly authorized person

The execution of this certificate constitutes an oath or affirmation, under the penalties of false swearing under 17-A MRSA §453

Please remit your payment made payable to the Maine Secretary of State.

Submit completed form to:

Secretary of State

Division of Corporations, UCC and Commissions

101 State House Station

Augusta, ME 04333-0101

Telephone Inquiries (207) 624-7752

Email Inquiries: CFC Corporations@Maine.gov

Form No MBCA-10 (3 of 3) Rev 7/1/2007