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TO: KWANG-CHIEN GER COMPANY: WEIL, GOTSHAL & MANGES LLP

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

10/19/2009
900145644

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/09/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GPS IT, LLC		07/01/2009	LIMITED LIABILITY COMPANY:
RECEIVING PARTY DATA			
Name:	GPS Industries, Inc. (a Nevada corporation)		
Street Address:	1074 North Orange Avenue		
City:	Sarasota		
State/Country:	FLORIDA		
Postal Code:	34238		
Entity Type:	CORPORATION: Nevada		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2411285	UPLINK	
CORRESPONDENCE DATA			
Fax Number:	(650)802-3100		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	650.802.3000		
Email:	kwang-chien.ger@weil.com, suzanne.inglis@weil.com		
Correspondent Name:	Kwang-chien Ger		
Address Line 1:	Weil, Gotshal & Manges LLP		
Address Line 2:	201 Redwood Shore Parkway		
Address Line 4:	Silicon Valley, CALIFORNIA 94065-1175		
ATTORNEY DOCKET NUMBER:	44373.0017.8847.KCG		
NAME OF SUBMITTER:	Kwang-chien Ger		

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TO: KWANG-CHIEN GER COMPANY: WEIL, GOTSHAL & MANGES LLP

Signature:	/Kwang-chien Ger/
Date:	10/19/2009
Total Attachments: 10 source=GPS IT, LLC NV - CERTIFIED COPY#page1.tif source=GPS IT, LLC NV - CERTIFIED COPY#page2.tif source=GPS IT, LLC NV - CERTIFIED COPY#page3.tif source=GPS IT, LLC NV - CERTIFIED COPY#page4.tif source=GPS IT, LLC NV - CERTIFIED COPY#page5.tif source=GPS IT, LLC NV - CERTIFIED COPY#page6.tif source=GPS IT, LLC NV - CERTIFIED COPY#page7.tif source=GPS IT, LLC NV - CERTIFIED COPY#page8.tif source=GPS IT, LLC NV - CERTIFIED COPY#page9.tif source=GPS IT, LLC NV - CERTIFIED COPY#page10.tif	

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STATE OF NEVADA



ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

October 12, 2009

Job Number: C20091012-0065
Reference Number: 00002448080-66
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20090545238-08	Merge Out	9 Pages/1 Copies



Respectfully,

ROSS MILLER
Secretary of State

Certified By: Joann Larson
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Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
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TO: KWANG-CHIEN GER COMPANY: WEIL, GOTSHAL & MANGES LLP



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4620
(775) 684 5708
Website: www.nvsos.gov

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

Filed in the office of 	Document Number 20090545238-08
Ross Miller Secretary of State State of Nevada	Filing Date and Time 07/09/2009 10:19 AM
	Entity Number E0336372007-9

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Articles of Merger
(Pursuant to NRS Chapter 92A - excluding 92A.200(4b))

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

GPS IT, LLC

Name of merging entity

Nevada

Jurisdiction

Limited Liability Company

Entity type *

Optimal Golf Solutions, Inc.

Name of merging entity

Texas

Jurisdiction

Corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

GPS Industries, Inc.

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State SZA Merger Page 1
Revised: 3-28-06

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TO: KWANG-CHIEN GER COMPANY: WEIL, GOTSHAL & MANGES LLP



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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 2

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

3) (Choose one)

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.189)

4) Owner's approval (NRS 92A.200) (options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from

GPS IT, LLC
Name of merging entity, if applicable

Optimal Golf Solutions, Inc
Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

GPS Industries, Inc.
Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2
Revised: 3-20-08

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TO: KWANG-CHIEN GER COMPANY: WEIL, GOTSHAL & MANGES LLP



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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 3

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(b) The plan was approved by the required consent of the owners of *:

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

TO: KWANG-CHIEN GER COMPANY: WEIL, GOTSHAL & MANGES LLP



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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.180):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 4
Revised: 3-21-08

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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)**:

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5
 Revised: 3-28-08

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Articles of Merger
(PURSUANT TO NRS 92A.200)
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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

(If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

GPS IT, LLC
Name of merging entity
X [Signature] Manager Title
Signature Title 1 July 2009 Date

Optimal Golf Solutions, Inc.
Name of merging entity
X [Signature] CEO Title
Signature Title 1 July 2009 Date

Name of merging entity
X
Signature Title Date

Name of merging entity
X
Signature Title Date

GPS Industrials, Inc.
Name of surviving entity
X [Signature] CEO Title
Signature Title 1 July 2009 Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

TO:KWANG-CHIEN GER COMPANY:WEIL, GOTSHAL & MANGES LLP

**PLAN AND AGREEMENT OF MERGER
OF
GPS INDUSTRIES INC.
(a Nevada corporation)
AND
OPTIMAL GOLF SOLUTIONS, INC.
(a Texas corporation)**

PLAN AND AGREEMENT OF MERGER (this "Agreement") entered into on 1 July 2009 (the "Effective Date") by GPS Industries, Inc., a Nevada corporation (the "Company"), and approved by resolution adopted by its Board of Directors on said date, and entered into on the Effective Date, by Optimal Golf Solutions, Inc., a Texas corporation ("OGSI"), and approved by resolution adopted by its Board of Directors on said date, and entered into on the Effective Date, by GPS IT, LLC, a Nevada limited liability company ("GPS IT") and approved by resolution adopted by its sole manager and sole member on said date.

WHEREAS, OGSI is a wholly-owned subsidiary of the Company;

WHEREAS, GPS IT is a wholly-owned subsidiary of the Company;

WHEREAS, Section 92A.180 of the Nevada Revised Statutes provides that a parent corporation owning at least 90% of the outstanding shares of each class of a subsidiary corporation may merge the subsidiary into itself without obtaining the approval of the shareholders of the parent corporation or the subsidiary corporation; that the board of directors of the parent corporation shall adopt a plan of merger setting forth the names of the parent and subsidiary and the conversion terms; and that articles of merger filed under such section may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed;

WHEREAS, the Company and OGSI and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective creditors and stockholders to merge OGSI with and into the Company (the "Merger") pursuant to the provisions of Section 92A.180 of the Nevada Revised Statutes upon the terms and conditions hereinafter set forth; and

WHEREAS, the Company and OGSI intend, by executing this Agreement, to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by the Company and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by OGSI and approved by a resolution adopted by its Board of Directors, the Merger and the terms and conditions thereof and

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the mode of carrying the same into effect, are hereby determined and agreed upon as hereinafter in this Plan and Agreement of Merger set forth.

1. As of the Effective Date: (a) OGSI shall, pursuant to the provisions of Section 92A.180 of the Nevada Revised Statutes, be merged with and into the Company, (b) the separate corporate existence of OGSI shall cease, and (c) the Company shall continue as the surviving corporation. The Company is sometimes referred to herein as the "Surviving Corporation."
2. Upon the Effective Date, OGSI and GPS IT shall transfer and deliver to the Company, the "Transferred Assets" as set forth on Exhibit "A," attached hereto and incorporated herein by reference.
3. The parties hereto shall cause the Merger to be consummated by filing Plan of Merger with the Secretary of State of the State of Nevada, in such form as required by, and executed in accordance with the relevant provisions of, Nevada law.
4. From and after the Effective Date, the effect of the Merger shall be as provided under Nevada law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date all the property, rights, privileges, powers and franchises of OGSI and GPS IT shall vest in the Surviving Corporation, and all debts, liabilities and duties of OGSI and GPS IT shall become the debts, liabilities and duties of the Surviving Corporation.
5. Each share of OGSI common stock owned by the Company immediately prior to the Effective Date shall be cancelled and extinguished without any conversion thereof.
6. Each share of GPS IT membership interests owned by the Company immediately prior to the Effective Date shall be cancelled and extinguished without conversion thereof.
7. It is intended by the parties hereto that the Merger shall constitute a reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended.
8. This Agreement and the obligations of the parties hereunder will be interpreted, construed, and enforced in accordance with the laws of the State of Nevada without reference to such state's principles of conflict of laws.
9. There are no third party beneficiaries to this Agreement.
10. This Agreement shall inure to the benefit of and constitute a binding obligation upon the contracting parties, their respective heirs, legal representatives and permitted assigns.

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- 11. This Agreement may not be modified except by an instrument in writing signed by the parties hereto.
- 12. The provisions of this Agreement are severable, and should any provision hereof be void, voidable, unenforceable, or invalid, such a void shall not affect any other portion or provision of this Agreement.
- 13. Any waiver by any party hereto of any breach of this Agreement of any kind or character whatsoever by the other party, whether such waiver is direct or implied, shall not be construed as a continuing waiver or consent to any subsequent breach of this Agreement on the part of the other party.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is executed as of the date first above referenced.

GPS INDUSTRIES, INC.

By: 
David L. Chessler, CEO

GPS IT, LLC

By: GPS Industries, Inc.
Its: Manager

OPTIMAL GOLF SOLUTIONS, INC.

By: GPS Industries, Inc.
Its: Sole Shareholder

By: 
David L. Chessler, CEO

By: 