

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--------------------------------------------------------------------------------------|----------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 12/31/2008 | | |
| CONVEYING PARTY DATA | | | |
| | Name | Formerly | Execution Date |
| | MDI ACHIEVE (MINNESOTA), INC. | | 12/22/2008 |
| | | | Entity Type |
| | | | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | MDI ACHIEVE, INC. | | |
| Street Address: | 940 W. PORT PLAZA DRIVE, SUITE 100 | | |
| City: | ST. LOUIS | | |
| State/Country: | MISSOURI | | |
| Postal Code: | 63146 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 2 | | | |
| | Property Type | Number | Word Mark |
| | Registration Number: | 2073196 | PATHLINKS |
| | Registration Number: | 2859470 | ACHIEVE MATRIX |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (312)803-2209 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 212-407-4000 | | |
| Email: | aprovensio@loeb.com | | |
| Correspondent Name: | Kevin M. Eisenberg - LOEB & LOEB LLP | | |
| Address Line 1: | 345 Park Avenue | | |
| Address Line 4: | New York, NEW YORK 10154 | | |
| ATTORNEY DOCKET NUMBER: | 207838-10001 | | |
| NAME OF SUBMITTER: | Kevin M. Eisenberg | | |

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**TRADEMARK
 REEL: 004107 FRAME: 0930**

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| Signature: | /Kevin M. Eisenberg/ |
| Date: | 12/04/2009 |
| Total Attachments: 9 source=Merger-MDIAchieveMinnesota-MDIAchieveInc#page1.tif source=Merger-MDIAchieveMinnesota-MDIAchieveInc#page2.tif source=Merger-MDIAchieveMinnesota-MDIAchieveInc#page3.tif source=Merger-MDIAchieveMinnesota-MDIAchieveInc#page4.tif source=Merger-MDIAchieveMinnesota-MDIAchieveInc#page5.tif source=Merger-MDIAchieveMinnesota-MDIAchieveInc#page6.tif source=Merger-MDIAchieveMinnesota-MDIAchieveInc#page7.tif source=Merger-MDIAchieveMinnesota-MDIAchieveInc#page8.tif source=Merger-MDIAchieveMinnesota-MDIAchieveInc#page9.tif | |

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MDI ACHIEVE (MINNESOTA), INC.", A DELAWARE CORPORATION, WITH AND INTO "MDI ACHIEVE, INC." UNDER THE NAME OF "MDI ACHIEVE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2008, AT 4:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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081226046

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7051242

DATE: 12-29-08

TRADEMARK
REEL: 004107 FRAME: 0932

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER

Pursuant to Title 8, Section 253 of the General Corporation Law of the State of Delaware, MDI Achieve, Inc., a Delaware corporation ("**Parent**"), does hereby certify to the following facts related to the merger (the "**Merger**") of MDI Achieve (Minnesota), Inc., a Delaware corporation and a wholly-owned subsidiary of MDI ("**Subsidiary**"), with and into Parent, with Parent remaining as the surviving corporation of the Merger (the "**Surviving Corporation**"):

- FIRST:** The name of each constituent corporation to the Merger is:
- MDI Achieve, Inc., a Delaware corporation, and
MDI Achieve (Minnesota), Inc., a Delaware corporation
- SECOND:** Parent is the record holder of one hundred percent (100%) of the issued and outstanding shares of the capital stock of Subsidiary.
- THIRD:** The Merger has been approved, pursuant to Title 8, Section 253, by unanimous written consent of the Board of Directors of Parent dated December 22, 2008. A copy of such written consent is attached hereto as Exhibit A.
- FOURTH:** The Certificate of Incorporation of the Parent, as in effect as of the date hereof, shall be the Certificate of Incorporation of the Surviving Corporation.
- FIFTH:** The Merger is to become effective on December 31, 2008.

IN WITNESS WHEREOF, said Surviving Corporation has caused this certificate to be signed by an authorized officer, the 22nd day of December, 2008.

By:  _____

Name: Marc P. Brunet _____

Title: Chief Financial Officer, Secretary
and Treasurer

EXHIBIT A

Agreement and Plan of Merger

01257364

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "**Agreement**"), dated as of the 22nd day of December, 2008, is made by and between MDI Achieve, Inc., a Delaware corporation ("**MDI**"), and MDI Achieve (Minnesota), Inc. ("**MDI Minnesota**"), a Delaware corporation.

1. The Merger; Surviving Entity. As of the Effective Time (as defined below), MDI Minnesota shall merge with and into MDI in accordance with the terms of this Agreement. MDI shall be the surviving entity (the "**Surviving Entity**") and the separate corporate existence of MDI Minnesota shall cease.

2. Effective Time of Merger. Subject to the terms and conditions of this Agreement and applicable law, the Merger shall become effective as of the close of business on December 31, 2008 (the "**Effective Time**").

3. Certificate of Incorporation. The Certificate of Incorporation and Bylaws of MDI, as in effect immediately prior to the Effective Time, shall constitute and shall continue in full force and effect as the Certificate of Incorporation and Bylaws of the Surviving Entity, until amended in accordance with their respective terms or applicable law.

4. Manner of Converting Shares. As of the Effective Time, all of the issued and outstanding shares of the capital stock of MDI Minnesota shall automatically and by operation of law be surrendered to and cancelled by the Surviving Entity and no consideration shall be issued in respect thereof. All certificates evidencing ownership of such shares shall be void and of no effect.

5. Closing of Stock Transfer Books. As of the Effective Time, the stock transfer books of MDI Minnesota shall be closed, and there shall be no further registration or transfer of any shares of capital stock of MDI Minnesota thereafter on the records of MDI Minnesota.

(Signature page follows.)

IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed by their duly authorized officers as of the date first above written.

MDI:

MDI ACHIEVE, INC.

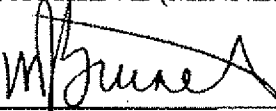
By: 

Name: Marc P. Brunet

Title: Chief Financial Officer, Secretary and Treasurer

MDI MINNESOTA:

MDI ACHIEVE (MINNESOTA), INC.

By: 

Name: Marc P. Brunet

Title: Chief Financial Officer, Secretary and Treasurer

MDI ACHIEVE, INC.

Written Consent of Board of Directors

December 22, 2008

The undersigned, comprising all of the members of the Board of Directors of MDI Achieve, Inc., a Delaware corporation (the "**Corporation**") and acting in accordance with the provisions of Section 141(f) of the General Corporation Law of the State of Delaware (the "**GCL**"), hereby take the following actions by written consent in lieu of a meeting of the Board of Directors:

Merger with MDI Achieve (Minnesota), Inc.

RESOLVED: That it is in the best interests of the Corporation to enter into a transaction with MDI Achieve (Minnesota), Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation ("**MDI Minnesota**"), whereby MDI Minnesota will merge with and into the Corporation, with the Corporation continuing as the surviving entity, in accordance with Section 253 of the GCL (the "**Merger**"), pursuant to the terms and conditions of that certain Agreement and Plan of Merger, dated as of December 22, 2008, by and between the Corporation and MDI Minnesota (the "**Merger Agreement**"); that the Merger shall become effective as of the close of business on December 31, 2008; and that the Board of Directors hereby approves, ratifies and confirms in all respects the Merger Agreement, in substantially the form attached hereto as Exhibit A, together with such changes as the appropriate officers of the Corporation shall approve or shall have approved.

**FURTHER
RESOLVED:**

That the appropriate officers of the Corporation are, and each of them hereby is, authorized and directed on behalf of the Corporation to take any and all actions and to execute and deliver any and all agreements as any of them shall deem necessary to effectuate the Merger including, without limitation, a Certificate of Ownership and the filing of same with the Secretary of the State of Delaware, the execution and delivery thereof by any such officer to be conclusive evidence of such determination; and that, following the execution and delivery of the Merger Agreement by the Corporation and MDI Minnesota, the Corporation be, and hereby is, authorized and directed to perform all of its agreements and obligations in accordance with the terms thereof.

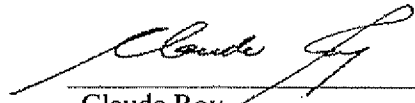
General Authorization

RESOLVED: That the appropriate officers of the Corporation are authorized, acting individually in the name and on behalf of the Corporation, to execute and deliver or file all such other agreements, instruments, certificates, and

other documents, and to take all such other actions, as he may deem necessary or desirable to carry out the intent of each of the foregoing resolutions and to consummate the transactions thereby contemplated.

(The remainder of this page intentionally left blank.)

The undersigned further directs that this Written Consent shall take effect as of the date first above written and shall be filed in the minute book of the Corporation with the minutes of the meetings of the Board of Directors.



Claude Roy



Marc P. Brunet