

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/15/2005		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Quartermaster Incorporated		12/15/2005	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
Name:	Quartermaster Incorporated		
Street Address:	17600 Fabrica Way		
City:	Cerritos		
State/Country:	CALIFORNIA		
Postal Code:	90703		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	2480445	LAWPRO	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(562)653-3665		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(562)653-3200		
Email:	swoodard@aalrr.com		
Correspondent Name:	Davis D. Thompson		
Address Line 1:	12800 Center Court Dr.		
Address Line 2:	Suite 300		
Address Line 4:	Cerritos, CALIFORNIA 90703		
NAME OF SUBMITTER:	Davis Thompson		
Signature:	/Davis Thompson/		
Date:	12/04/2009		

OP \$40.00 2480445

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**TRADEMARK**  
**REEL: 004108 FRAME: 0429**

**Total Attachments: 4**

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# Delaware

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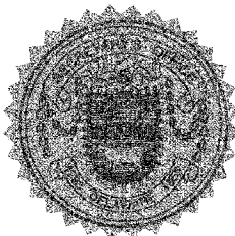
The First State

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:

"QUARTERMASTER, INCORPORATED", A CALIFORNIA CORPORATION, WITH AND INTO "DELAWARE QUARTERMASTER, INCORPORATED" UNDER THE NAME OF "QUARTERMASTER, INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2005, AT 12:19 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIFTEENTH DAY OF DECEMBER, A.D. 2005, AT 1 O'CLOCK P.M.

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



4071675 8100M

051024545

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4376717

DATE: 12-15-05

TRADEMARK  
REEL: 004108 FRAME: 0431

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**OF**  
**QUARTERMASTER, INCORPORATED**  
**INTO**  
**DELAWARE QUARTERMASTER, INCORPORATED**

(Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware and Section 1108 of the Corporations Code of  
the State of California)

Quartermaster, Incorporated, a corporation organized and existing under the laws of the  
State of California ("Parent"), does hereby certify that:

FIRST: Parent is incorporated pursuant to the Corporations Code of the State of  
California ("CCC").

SECOND: Parent owns all of the outstanding shares of the common stock, par value  
\$0.0001 per share, of Delaware Quartermaster, Incorporated, a corporation organized and  
existing under the laws of the State of Delaware ("Subsidiary").

THIRD: Section 1108 of the CCC permits Parent to merge with and into Subsidiary.

FOURTH: The board of directors of Parent, by unanimous written consent dated  
December 13, 2005, determined to merge Parent with and into Subsidiary (the "Merger"), and  
did adopt the following resolutions:

RESOLVED, that Parent, which owns all of the outstanding capital stock  
of Subsidiary, shall be merged with and into Subsidiary pursuant to Section 253  
of the General Corporation Law of the State of Delaware (the "DGCL"), with  
Subsidiary being the surviving corporation in the Merger (the "Surviving  
Corporation"); and further

RESOLVED, that the Merger shall be effective at 1:00 p.m. Eastern  
Standard Time on December 15, 2005 (the "Effective Time"); and further

RESOLVED, that at the Effective Time, by virtue of the Merger:

(a) each share of Parent's common stock issued and  
outstanding immediately prior to the Effective Time shall be surrendered  
to Subsidiary and subsequently cancelled;

(b) 15,215,000 shares of Subsidiary's common stock, par value  
\$0.0001 per share, shall be issued on a pro rata basis to each shareholder  
of Parent; and

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(c) Parent shall surrender its shares in Subsidiary, which shares shall subsequently be cancelled; and further

RESOLVED, that the certificate of incorporation of the Surviving Corporation (the "Certificate of Incorporation") to be in effect from and after the Effective Time until amended in accordance with its terms and the DGCL will be the certificate of incorporation of Subsidiary in effect immediately prior to the Effective Time, except that the Certificate of Incorporation shall be amended to reflect a change in the corporate name of the Surviving Corporation to Quartermaster, Incorporated at the Effective Time; and further

RESOLVED, that the bylaws of the Surviving Corporation (the "Bylaws") to be in effect from and after the Effective Time until amended in accordance with their terms, the Certificate of Incorporation and the DGCL will be the bylaws of Subsidiary in effect immediately prior to the Effective Time; and further

RESOLVED, that the members of the board of directors of the Surviving Corporation from and after the Effective Time will be the members of the board of directors of Parent holding office immediately prior to the Effective Time, with each such person to serve as a director of the Surviving Corporation for the remainder of the term for which such person was elected to the board of directors of Parent and until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal in accordance with the Certificate of Incorporation, the Bylaws and the DGCL; and further

RESOLVED, that the officers of the Surviving Corporation from and after the Effective Time will be the officers of Parent holding office immediately prior to the Effective Time, with each such person to serve in the office or offices held with Parent until his or her successor or successors are duly elected and qualified or until his or her earlier death, resignation or removal in accordance with the Certificate of Incorporation, the Bylaws and the DGCL; and further

RESOLVED, that the Surviving Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of California and by the laws of any other appropriate jurisdiction and cause to be performed all necessary acts within the jurisdiction of organization of Subsidiary and of Parent and in any other appropriate jurisdiction.


FIFTH: The Merger has been adopted, approved, certified, executed and acknowledged by Parent in accordance with the CCC.

SIXTH: Notwithstanding the previous approval and adoption of the Merger by the stockholders or board of directors of the constituent companies, the Merger may be amended, abandoned or terminated in accordance with Section 253(c) of the DGCL.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]  
[SIGNATURE PAGE TO FOLLOW]

12/15/2005 12:51 PM 0010001400 0047004  
IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed on behalf of Quartermaster, Incorporated by a duly authorized person on December 15, 2005.

QUARTERMASTER, INCORPORATED

By:   
Name: James R. DiRosa  
Title: President

DLI-5964770

RECORDED: 12/04/2009

TRADEMARK  
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