

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/31/2002		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Genterprise Development Group, Inc.		07/31/2002
			Entity Type
			CORPORATION: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	Genterprise Development Group, Inc.		
Street Address:	2016 Aysley Town Blvd.		
Internal Address:	Suite 200		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28273		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2841139	PORTRAIT INNOVATIONS
CORRESPONDENCE DATA			
Fax Number:	(704)444-1111		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	704 444 1000		
Email:	marie.poveromo@alston.com		
Correspondent Name:	Drew Leyes		
Address Line 1:	101 S. Tryon St.		
Address Line 2:	Bank of America Plaza, STE 4000		
Address Line 4:	Charlotte, NORTH CAROLINA 28280-4000		
NAME OF SUBMITTER:	Drew Leyes		
Signature:	/Drew Leyes/		

OP \$40.00 2841139

Date:

04/09/2010

Total Attachments: 3

source=GENTERPRISEDEVELOPMENTmergerNorthCarolina#page1.tif

source=GENTERPRISEDEVELOPMENTmergerNorthCarolina#page2.tif

source=GENTERPRISEDEVELOPMENTmergerNorthCarolina#page3.tif

22 212 9044

SOSID: 640423

Date Filed: 7/31/2002 3:45 PM

Elaine F. Marshall

North Carolina Secretary of State

*State of North Carolina
Department of the Secretary of State*

**ARTICLES OF MERGER
FOREIGN AND DOMESTIC BUSINESS CORPORATION**

Pursuant to Sections 55-11-05 and 55-11-07 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between a domestic business corporation and one or more foreign business corporations.

1. The name of the surviving corporation is Centerprise Development Group, Inc. a corporation organized under the laws of Delaware; the name of the merged corporation is Centerprise Development Group, Inc., a corporation organized under the laws of North Carolina.
2. Attached is a copy of the Agreement and Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
3. With respect to the surviving corporation (check either a or b, as applicable):
 - a. Shareholder approval was not required for the merger.
 - b. Shareholder approval was required for the merger and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
4. With respect to the merged corporation (check either a or b, as applicable):
 - a. Shareholder approval was not required for the merger.
 - b. Shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
5. The merger is permitted by the law of the state or country of incorporation or organization of each foreign entity which is a party.
6. Each foreign entity which is a party has complied or shall comply with the applicable laws of its state or country of incorporation or organization.
7. These articles will be effective upon filing.

This is the 30 day of July, 2002.

GENTERPRISE DEVELOPMENT GROUP, INC.


John Gross, Chief Executive Officer

Notes:

Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

CLT014545813v2

TRADEMARK

REEL: 004183 FRAME: 0264

Exhibit A

Agreement and Plan of Merger

CLTDI/4545813v2

- 2 -

AGREEMENT AND PLAN OF MERGER
OF
GENTERPRISE DEVELOPMENT GROUP, INC.
WITH AND INTO
GENTERPRISE DEVELOPMENT GROUP, INC.

This Agreement and Plan of Merger was duly adopted by the board of directors and shareholders of Genterprise Development Group, Inc., a Delaware corporation (herein referred to the "Surviving Entity") and Genterprise Development Group, Inc., a corporation organized and existing under the laws of the State of North Carolina ("Non-Surviving Entity").

WHEREAS, each of the constituent corporations desire that the Non-Surviving Entity merge with and into the Surviving Entity;

WHEREAS, the Board of Directors and the Shareholders of each of the Surviving Entity and Non-Surviving, deem it desirable, upon the terms and subject to the conditions herein stated, that the Surviving Entity be the surviving company with each share of the common stock of the Non-Surviving Entity converted into that number of shares of the common stock of the Surviving Entity as set forth herein; and

WHEREAS, the merger is authorized and permitted by the laws of the jurisdictions under which each of the Surviving Entity and Non-Surviving are incorporated.

NOW, THEREFORE, it is agreed as follows:

1. Upon filing of the Certificate of Merger of the Non-Surviving Entity with and into the Surviving Entity with the Delaware Secretary of State (the "Effective Time"), the Non-Surviving Entity shall be merged with and into the Surviving Entity with the Surviving Entity as the surviving company.

2. Upon the Effective Time of the Merger, each share of the common stock of the Non-Surviving Entity issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be converted into and exchanged for 3,000 shares of the \$0.0001 par value common stock of the Surviving Entity.

100 x 7,000 =
300,000

3. The Certificate of Incorporation and the Bylaws of the Surviving Entity as they shall exist on the Effective Time of the Merger shall be and remain the Certificate of Incorporation and Bylaws of the Surviving Entity until the same shall be altered, amended or repealed as therein provided.

4. Upon the merger becoming effective, all the property, rights, privileges, licenses, registrations, patents and other assets of every kind of the Non-Surviving Entity shall be transferred to, vested in and devolve upon the Surviving Entity without further act or deed. The President or any authorized officer of the Surviving Entity is fully authorized in the name of the Non-Surviving Entity or otherwise to take any and all action necessary or desirable in order to vest in and confirm to the Surviving Entity title to and possession of any property of the merged entities acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the purposes hereof.

CLT0145432742