

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 05/14/2010 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------|----------|----------------|----------------------------|
| RewardsNOW, Inc. | | 05/10/2010 | CORPORATION: NEW HAMPSHIRE |

RECEIVING PARTY DATA

| | |
|-------------------|-----------------------|
| Name: | RewardsNOW, Inc. |
| Street Address: | 383 Central Avenue |
| Internal Address: | Suite 350 |
| City: | Dover |
| State/Country: | NEW HAMPSHIRE |
| Postal Code: | 03820 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 2

| Property Type | Number | Word Mark |
|----------------------|---------|-----------------------|
| Registration Number: | 2248813 | REWARDSNOW! |
| Registration Number: | 3296096 | FULL SPECTRUM REWARDS |

CORRESPONDENCE DATA

Fax Number: (603)625-5650
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 603-628-1311
 Email: mark.wright@mclane.com
 Correspondent Name: Mark A. Wright, Esq.
 Address Line 1: 900 Elm Street
 Address Line 2: P.O. Box 326
 Address Line 4: Manchester, NEW HAMPSHIRE 03105-0326

ATTORNEY DOCKET NUMBER: 75434

900165145

**TRADEMARK
 REEL: 004228 FRAME: 0678**

OP \$65.00 2248813

| | |
|---|------------------|
| NAME OF SUBMITTER: | Mark A. Wright |
| Signature: | /Mark A. Wright/ |
| Date: | 06/21/2010 |
| Total Attachments: 3 source=Certificate of Merger for RewardsNOW, Inc#page1.tif source=Certificate of Merger for RewardsNOW, Inc#page2.tif source=Certificate of Merger for RewardsNOW, Inc#page3.tif | |

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:


"REWARDSNOW, INC.", A NEW HAMPSHIRE CORPORATION,
WITH AND INTO "REWARDSNOW, INC." UNDER THE NAME OF
"REWARDSNOW, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE FOURTEENTH DAY OF MAY, A.D. 2010, AT 9:08 O'CLOCK
A.M.

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

4820809 8100M

100508938




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7993421

DATE: 05-14-10

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

TRADEMARK
REEL: 004228 FRAME: 0680

CERTIFICATE OF MERGER

OF

REWARDSNOW, INC.
(a New Hampshire corporation)

AND

REWARDSNOW, INC.
(a Delaware corporation)

In accordance with Section 252 of the General Corporation Law of the State of Delaware, the undersigned, Steven L. VanFleet, being the President of RewardsNOW, Inc., a Delaware corporation, does hereby certify, as follows:

1. The constituent business corporations (the "Constituent Corporations") participating in the merger herein certified are:

(a) RewardsNOW, Inc., which is incorporated under the laws of the State of Delaware ("RewardsNOW DE"), and

(b) RewardsNOW, Inc., which is incorporated under the laws of the State of New Hampshire ("RewardsNOW NH").

2. An agreement and plan of merger (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by the Constituent Corporations in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is RewardsNOW, Inc., which will continue its existence as said surviving corporation under the General Corporation Law of the State of Delaware under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The certificate of incorporation of RewardsNOW DE, as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement and Plan of Merger between the Constituent Corporations is on file at the office of the aforesaid surviving corporation, the address of which is as follows:

RewardsNOW, Inc.
383 Central Avenue, Suite 350
Dover, New Hampshire 03820
Attn: President

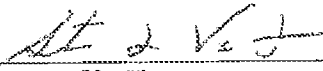
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request, and without cost, to any stockholder of either of the Constituent Corporations.

7. The authorized capital stock of RewardsNOW NH is: (i) 21,000 shares of Non-Voting Stock, all of which have a par value of \$1.00, (ii) 2,000 share of Voting Stock, all of which have a par value of \$1.00.

8. The Agreement and Plan of Merger provides that the merger herein certified shall be effective upon the date of filing this Certificate with the Delaware Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger this 10 day of May, 2010.

REWARDSNOW, INC.
(a Delaware Corporation)

By: 
Name: Steven L. VanFleet
Title: President