

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/10/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Life of the South Service Company		09/10/2008	CORPORATION: GEORGIA
RECEIVING PARTY DATA			
Name:	LOTSolutions, Inc.		
Street Address:	100 West Bay Street		
City:	Jacksonville		
State/Country:	FLORIDA		
Postal Code:	32202		
Entity Type:	CORPORATION: GEORGIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2983279	LOTSOLUTIONS	
CORRESPONDENCE DATA			
Fax Number:	(212)310-8007		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-735-4559		
Email:	vindra.richter@weil.com		
Correspondent Name:	Vindra Richter c/o Weil, Gotshal & Mange		
Address Line 1:	767 Fifth Ave		
Address Line 4:	New York, NEW YORK 10153		
ATTORNEY DOCKET NUMBER:	59461.0001/BENTONLEWIS/VR		
NAME OF SUBMITTER:	Vindra Richter		
Signature:	/vindra richter/		

CH \$40.00 2983279

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**TRADEMARK
 REEL: 004234 FRAME: 0728**

Date:

06/30/2010

Total Attachments: 12

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STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 10/01/2008. Attached is a true and correct copy of the said filing.

Surviving Entity:
LOTSOLUTIONS, INC., a Georgia Profit Corporation

Nonsurviving Entity/Entities:
LIFE OF THE SOUTH SERVICE COMPANY, a Georgia Profit Corporation

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on October 1, 2008



Karen C Handel
Secretary of State

ARTICLES OF MERGER

OF

**Life of the South Service Company
(a Georgia corporation)**

with and into

**LOTSolutions, Inc.
(a Georgia corporation)**

Pursuant to the provisions of the Georgia Business Corporation Code, LOTSolutions, Inc., a corporation incorporated under the laws of the State of Georgia, does hereby adopt the following Articles of Merger.

ARTICLE ONE

Annexed hereto and made a part hereof is the Plan of Merger for merging Life of the South Service Company, a corporation incorporated under the laws of the State of Georgia (the "Merged Corporation"), with and into LOTSolutions, Inc., a corporation incorporated under the laws of the State of Georgia (the "Surviving Corporation").

ARTICLE TWO

The merger described in these Articles was duly approved by LOTS Intermediate Co., a corporation incorporated under the laws of the State of Delaware, as the owner of 100% of the outstanding shares of common stock of both the Surviving Corporation and the Merged Corporation.

ARTICLE THREE

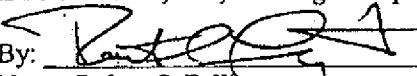
This Article constitutes an undertaking by the Surviving Corporation that the request for publication of a notice of filing these Articles of Merger and payment therefore will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

ARTICLE FOUR

The merger described herein shall take effect in the State of Georgia at 12:00 am (Eastern Time) on October 1, 2008.

Executed on: September 10, 2008

LOTSolutions, Inc., a Georgia corporation

By: 
Name: Robert S. Fullington
Title: President

CORPORATIONS DIVISION
SECRETARY OF STATE

2008 SEP 29 PM 12:47

State of Georgia
Expedite Merger 11 Page(s)



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**JOINT UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF
LOTSOLUTIONS, INC.**

The Board of Directors (the "Board") of LOTSolutions, Inc., a Georgia corporation (the "Company"), and the sole owner of all of the issued and outstanding capital stock (the "Shareholder") of the Company, pursuant to Sections 14-2-823 and 14-2-706 of the Georgia Business Corporation Code (the "Code") and to the Bylaws of the Company, do hereby expressly waive notice of the place, date, time and purpose of, and any rights to receive any material otherwise required to be furnished in a notice of, a meeting or meetings at which such actions taken herein would have been submitted to the Board or the Shareholder, and do hereby consent to the adoption of, and do hereby adopt, the following resolutions by this written consent in lieu of a meeting of the Board or the Shareholder, pursuant to Sections 14-2-821 and 14-2-704 of the Code and to the Bylaws of the Company:

WHEREAS, the undersigned have determined that the merger of Life of the South Service Company, a Georgia corporation and a wholly-owned subsidiary of the Shareholder, with and into the Company, with the Company surviving the merger (the "Merger"), is advisable and in the best interest of the Company and the Shareholder;

WHEREAS, the undersigned have determined that to accomplish the Merger, it is advisable and in the best interests of the Company and the Shareholder to adopt and approve the Plan of Merger attached hereto as Exhibit "A" to this Joint Unanimous Written Consent (the "Plan"), which Plan the undersigned have reviewed and considered;

WHEREAS, the undersigned have determined that it is advisable and in the best interests of the Company and the Shareholder that the Merger be accomplished by a tax-free reorganization or liquidation, as the case may be, under the Internal Revenue Code of 1986, as amended; and

WHEREAS, the undersigned desire to approve the Merger and the Plan and desire to ratify, confirm, approve and adopt all actions heretofore or hereafter taken by the Company, the Board and the Company's officers, employees and agents in connection with the Plan;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby adopts, approves and ratifies the Plan and the transactions contemplated thereby in all respects, and the Board hereby directs that the Plan be submitted to the Shareholder for approval and hereby recommends that the Shareholder so approve the Plan;

FURTHER RESOLVED, that the Shareholder hereby adopts, approves and ratifies the Plan and the transactions contemplated thereby in all respects; and

FURTHER RESOLVED, that any actions or deeds done by the Board or by any employee, officer or agent of the Company in accordance with these resolutions or to facilitate the actions contemplated by these resolutions are hereby approved, ratified, confirmed and adopted in all respects; and that the Board and the employees, officers and agents of the Company are authorized to take and do such further acts and deeds, to pay any necessary fees and expenses, and to execute and deliver, for and

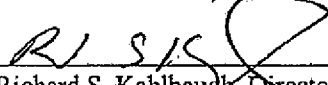
in the name of the Company, such other documents, papers, filings and instruments as they deem necessary, appropriate, advisable or required in order to effectuate the purpose and intent of these resolutions, and the taking of any such acts and deeds, the payment of such fees and expenses, and the execution and delivery of any such documents, papers, filings and instruments are hereby approved, ratified, confirmed and adopted.

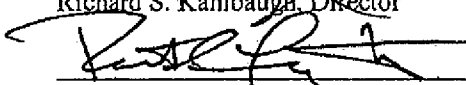
This Consent may be executed in one or more counterparts, each of which shall be deemed an original. Genuine signatures transmitted electronically or by facsimile shall be deemed binding. This Consent shall be delivered to the Company for inclusion in the minutes or filing with the corporate records.

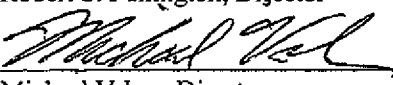
IN WITNESS WHEREOF, the undersigned has executed this Joint Unanimous Written Consent as of the 10th day of September, 2008.

BOARD OF DIRECTORS:


LOTSOLUTIONS, INC.


Richard S. Kahlbaugh, Director


Robert S. Fullington, Director

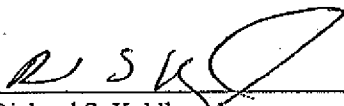

Michael Vrban, Director


W. Dale Bullard, Director


Daniel A. Reppert, Director

SOLE SHAREHOLDER:

LOTS INTERMEDIATE CO.

By: 
Richard S. Kahlbaugh
President and Chief Executive Officer

SECRETARY OF STATE
CORPORATIONS DIVISION

2008 SEP 29 PM 12:47

EXHIBIT "A"

Plan of Merger

[Attached.]

PLAN OF MERGER

of

Life of the South Service Company
(a Georgia corporation)

with and into

LOTSolutions, Inc.
(a Georgia corporation)

PLAN OF MERGER adopted and approved by the Boards of Directors of Life of the South Service Company, a Georgia corporation (the "Merged Corporation"), and LOTSolutions, Inc., a Georgia corporation (the "Surviving Corporation"), providing for the merger of the Merged Corporation with and into the Surviving Corporation (the "Merger").

1. The Merged Corporation shall be merged with and into the Surviving Corporation effective at 12:00 am (eastern time) on October 1, 2008 (the "Effective Time").
2. The separate existence of the Merged Corporation shall cease upon the Effective Time in accordance with the provisions of the Georgia Business Corporation Code (the "Code").
3. The Surviving Corporation shall continue its existence under the name of LOTSolutions, Inc. pursuant to the provisions of the Code.
4. The Articles of Incorporation of the Surviving Corporation as in force and effect at the Effective Time shall be the Articles of Incorporation of said Surviving Corporation and said Articles of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Code.
5. The bylaws of the Surviving Corporation as in force and effect at the Effective Time shall be the bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Code.
6. The directors and officers in office of the Surviving Corporation at the Effective Time of the merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their respective directorships and offices until the election, choice, and qualification of their respective successors, or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.
7. Each issued share of the Merged Corporation shall, upon the Effective Time, be converted into one (1) share of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner nor shall any

consideration be paid therefor, but each said share which is issued as of the Effective Time shall continue to represent one issued share of the Surviving Corporation.

8. The Board of Directors and the officers of the constituent corporations are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

**JOINT UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF
LIFE OF THE SOUTH SERVICE COMPANY**

The Board of Directors (the "Board") of Life of the South Service Company, a Georgia corporation (the "Company"), and the sole owner of all of the issued and outstanding capital stock (the "Shareholder") of the Company, pursuant to Sections 14-2-823 and 14-2-706 of the Georgia Business Corporation Code (the "Code") and to the Bylaws of the Company, do hereby expressly waive notice of the place, date, time and purpose of, and any rights to receive any material otherwise required to be furnished in a notice of, a meeting or meetings at which such actions taken herein would have been submitted to the Board or the Shareholder, and do hereby consent to the adoption of, and do hereby adopt, the following resolutions by this written consent in lieu of a meeting of the Board or the Shareholder, pursuant to Sections 14-2-821 and 14-2-704 of the Code and to the Bylaws of the Company:

WHEREAS, the undersigned have determined that the merger of the Company with and into LOTSolutions, Inc., a Georgia corporation and a wholly-owned subsidiary of the Shareholder (the "Surviving Company"), with the Surviving Company surviving the merger (the "Merger"), is advisable and in the best interest of the Company and the Shareholder;

WHEREAS, the undersigned have determined that to accomplish the Merger, it is advisable and in the best interests of the Company and the Shareholder to adopt and approve the Plan of Merger attached hereto as Exhibit "A" to this Joint Unanimous Written Consent (the "Plan"), which Plan the undersigned have reviewed and considered;

WHEREAS, the undersigned have determined that it is advisable and in the best interests of the Company and the Shareholder that the Merger be accomplished by a tax-free reorganization or liquidation, as the case may be, under the Internal Revenue Code of 1986, as amended; and

WHEREAS, the undersigned desire to approve the Merger and the Plan and desire to ratify, confirm, approve and adopt all actions heretofore or hereafter taken by the Company, the Board and the Company's officers, employees and agents in connection with the Plan;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby adopts, approves and ratifies the Plan and the transactions contemplated thereby in all respects, and the Board hereby directs that the Plan be submitted to the Shareholder for approval and hereby recommends that the Shareholder so approve the Plan;

FURTHER RESOLVED, that the Shareholder hereby adopts, approves and ratifies the Plan and the transactions contemplated thereby in all respects; and

FURTHER RESOLVED, that any actions or deeds done by the Board or by any employee, officer or agent of the Company in accordance with these resolutions or to facilitate the actions contemplated by these resolutions are hereby approved, ratified, confirmed and adopted in all respects; and that the Board and the employees, officers and agents of the Company are authorized to take and do

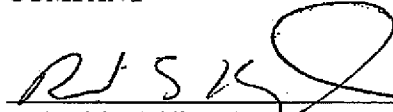
such further acts and deeds, to pay any necessary fees and expenses, and to execute and deliver, for and in the name of the Company, such other documents, papers, filings and instruments as they deem necessary, appropriate, advisable or required in order to effectuate the purpose and intent of these resolutions, and the taking of any such acts and deeds, the payment of such fees and expenses, and the execution and delivery of any such documents, papers, filings and instruments are hereby approved, ratified, confirmed and adopted.

This Consent may be executed in one or more counterparts, each of which shall be deemed an original. Genuine signatures transmitted electronically or by facsimile shall be deemed binding. This Consent shall be delivered to the Company for inclusion in the minutes or filing with the corporate records.

IN WITNESS WHEREOF, the undersigned has executed this Joint Unanimous Written Consent as of the 10th day of September, 2008.

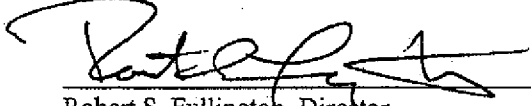
BOARD OF DIRECTORS:

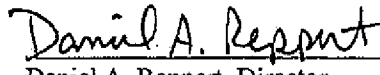
LIFE OF THE SOUTH SERVICE COMPANY


Richard S. Kahlbaugh, Director


W. Dale Bullard, Director


Michael Vrban, Director


Robert S. Fullington, Director


Daniel A. Reppert, Director

SOLE SHAREHOLDER:

LOTS INTERMEDIATE CO.

2008 SEP 29 PM 12:47
SECRETARY OF STATE
CORPORATIONS DIVISION


By: 
Richard S. Kahlbaugh
President and Chief Executive Officer

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6. The directors and officers in office of the Surviving Corporation at the Effective Time of the merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their respective directorships and offices until the election, choice, and qualification of their respective successors, or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.
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