

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/01/2002		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Americall Corporation		07/01/2002	CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	Americall Group, Inc.		
Street Address:	1230 E. Diehl Rd.		
Internal Address:	Ste. 300		
City:	Naperville		
State/Country:	ILLINOIS		
Postal Code:	60563		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1614145	AMERICALL	
CORRESPONDENCE DATA			
Fax Number:	(773)399-1144		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	kathrynkorn@aol.com		
Correspondent Name:	Kathryn E. Korn		
Address Line 1:	8501 W. Higgins Rd.		
Address Line 2:	Ste. 440		
Address Line 4:	Chicago, ILLINOIS 60631		
NAME OF SUBMITTER:	Kathryn E. Korn		
Signature:	/Kathryn E. Korn/		
Date:	09/13/2010		

OP \$40.00 1614145

Total Attachments: 8

source=AMERICALL MERGER#page1.tif

source=AMERICALL MERGER#page2.tif

source=AMERICALL MERGER#page3.tif

source=AMERICALL MERGER#page4.tif

source=AMERICALL MERGER#page5.tif

source=AMERICALL MERGER#page6.tif

source=AMERICALL MERGER#page7.tif

source=AMERICALL MERGER#page8.tif

Delaware

PAGE 1

The First State

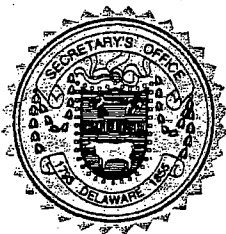
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AMERICALL CORPORATION", A ILLINOIS CORPORATION,

"BUSINESS RESPONSE, INC.", A MISSOURI CORPORATION,

WITH AND INTO "AMERICALL GROUP, INC." UNDER THE NAME OF "AMERICALL GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED AT THIS OFFICE THE FIRST DAY OF JULY, A.D. 2002, AT 9 O'CLOCK

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1862051

DATE: 07-01-02

TRADEMARK

REEL: 004277 FRAME: 0348

87002 8100M

0424920

32

33

34

35

36

37

38

39

40

41

42

**CERTIFICATE OF MERGER
OF
AMERICALL CORPORATION
AND
BUSINESS RESPONSE, INC.
INTO
AMERICALL GROUP, INC.**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: The name and state of domicile of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>Jurisdiction of Organization</u>
Americall Corporation	Illinois
Business Response, Inc.	Missouri
Americall Group, Inc.	Delaware

SECOND: An agreement of merger, effective July 1, 2002 among the constituent corporations has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations' Boards of Directors and Stockholders in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware, Section 351.458 of The General and Business Corporation Law of Missouri and Section 11.05 of the Illinois Business Corporation Act of 1983 and is attached hereto as Exhibit A.

THIRD: The name of the surviving corporation of the merger is Americall Group, Inc.

FOURTH: The certificate of incorporation of Americall Group, Inc., the surviving corporation, shall be the certificate of incorporation of the surviving corporation.

FIFTH: The executed agreement of merger is on file with the surviving corporation at Americall Group, Inc., 550 E. Diehl Road, Naperville, Illinois 60563.

SIXTH: A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, Americall Group, Inc. has caused this Certificate to be signed by George Kestler, its authorized officer, this 28th day of June, 2002.

Americall Group, Inc.

By: George Kestler

Name: George Kestler

Title: Chairman and President

NY557158608.1

TRADEMARK
REEL: 004277 FRAME: 0351

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated July 1, 2002, is entered into by and among Americall Corporation, an Illinois corporation ("Americall"), Business Response, Inc., a Missouri corporation ("BRI"), and Americall Group, Inc., a Delaware corporation ("AGI").

WHEREAS, the respective Boards of Directors and stockholders of Americall, BRI and AGI have approved the merger of Americall and BRI with and into AGI (the "Merger"), intended to qualify as a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended, upon the terms and subject to the conditions set forth herein, as a result of which Americall and BRI will merge with and into AGI and the stockholders of Americall and BRI will be entitled to receive the consideration provided in this Agreement.

NOW, THEREFORE, in consideration of the mutual benefits to be derived from this Agreement and of the representations, warranties, covenants and agreements hereinafter contained, Americall, BRI and AGI agree as follows:

The Merger

Section 1. Surviving Entity. In accordance with the provisions of this Agreement and applicable Illinois, Missouri and Delaware law, as of the Effective Date (as defined in Section 6), Americall and BRI shall be merged with and into AGI, and AGI shall be the surviving entity in the Merger (hereinafter sometimes called the "Surviving Entity"). At the Effective Date, the separate existence of Americall and BRI shall cease.

Section 2. Certificate of Incorporation. As of the Effective Date, the Certificate of Incorporation of AGI (the "Certificate of Incorporation") immediately prior to the Effective Date shall be the Certificate of Incorporation of the Surviving Entity, until thereafter amended as provided by law or in such Certificate of Incorporation.

Section 3. Bylaws. The Bylaws of AGI as in effect at the Effective Date shall be the Bylaws of the Surviving Entity, until thereafter amended or repealed as provided by law.

Section 4. Directors. The directors of AGI at the Effective Date shall, from and after the Effective Date, be the directors of the Surviving Entity and shall hold office from the Effective Date until their respective successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and Bylaws of the Surviving Entity, or as otherwise provided by law.

Section 5. Officers. The officers of AGI at the Effective Date shall, from and after the Effective Date, be the officers of the Surviving Entity and shall hold office from the Effective Date, until their respective successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and Bylaws of the Surviving Entity, or as otherwise provided by law.

Section 6. Effective Date. The Merger shall become effective on July 1, 2002 (the "Effective Date").

Section 7. Additional Actions. If, at any time after the Effective Date, the Surviving Entity determines that any documents, instruments, certificates, deeds, bills of sale, assignments, assurances or any other acts or things are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Entity, its right, title or interest in, to or under any of the rights, properties or assets of Americall or BRI acquired or to be acquired by reason of, or as a result of, the Merger, or (b) to otherwise carry out the purposes of this Agreement, the Surviving Entity and its proper officers and directors shall be authorized to execute and deliver, in the name and on behalf of Americall or BRI, all such documents, instruments, certificates, deeds, bills of sale, assignments and assurances and to do, in the name and on behalf of Americall or BRI, all such other acts and things necessary or desirable to vest, perfect or confirm any and all right, title or interest in, to or under such rights, properties or assets in the Surviving Entity or otherwise to carry out the purposes of this Agreement.

Section 8. Conversion of Company Common Stock. Each share of Americall's common stock, no par value per share (the "Americall Common Stock") actually issued and outstanding at the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into 3.51515 validly issued, fully paid and non-assessable shares of the common stock, par value \$1.00 per share, of AGI (the "AGI Common Stock"). Each share of BRI's common stock, par value of \$0.01 per share (the "BRI Common Stock") actually issued and outstanding at the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into 0.00433684 validly issued, fully paid and non-assessable shares of the AGI Common Stock. Certificates representing shares of Americall Common Stock and BRI Common Stock before the Merger will represent AGI Common Stock after the Merger and it will not be necessary for stockholders of Americall or BRI to surrender or exchange their existing stock certificates for new stock certificates. Each share of Americall Common Stock and BRI Common Stock held by Americall or BRI at the Effective Date shall, by virtue of the Merger, be canceled without payment of any consideration therefor and without any conversion thereof.

IN WITNESS WHEREOF, each of Americall, BRI and AGI has executed this Agreement, or has caused this Agreement to be executed on its behalf by a representative duly authorized, all as of the day and year first above written.

AMERICALL CORPORATION

By: _____
Name: George Kestler
Title: President and CEO

BUSINESS RESPONSE, INC.

By: Donald Kornblet
Name: Donald Kornblet
Title: President and CEO

AMERICALL GROUP, INC.

By: _____
Name: George Kestler
Title: Chairman and President

IN WITNESS WHEREOF, e
agreement, or has caused this Agreement
representative duly authorized, all as of the day
call, BRI and AGI has executed
ted on its behalf by a
AMst above written.

By: _____ CORPORATION
Name: _____
Title: Pr _____

BUSINESS R

By: _____
Name: Donald
Title: President a

AMERICALL GROU

By: George Kestler
Name: George Kestler
Title: Chairman and Pres

30

31

32

33

34

35