

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|----------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 12/29/1996 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| OPI I, Inc. | | 12/17/1996 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | OP II, Inc. | | |
| Street Address: | 1615 South Congress Avenue, Suite 200 | | |
| City: | Delray Beach | | |
| State/Country: | FLORIDA | | |
| Postal Code: | 33445 | | |
| Entity Type: | CORPORATION: FLORIDA | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 0515517 | OSTER | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (314)480-1505 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 314-480-1500 | | |
| Email: | jenny.birmingham@huschblackwell.com | | |
| Correspondent Name: | Samuel Digirolamo | | |
| Address Line 1: | 190 Carondelet Plaza, Suite 600 | | |
| Address Line 4: | St. Louis, MISSOURI 63105 | | |
| ATTORNEY DOCKET NUMBER: | 718642.2859 | | |
| NAME OF SUBMITTER: | Samuel Digirolamo | | |
| Signature: | /Samuel Digirolamo/ | | |

CH \$40.00 0515517

900175119

**TRADEMARK
 REEL: 004305 FRAME: 0516**

Date:

10/28/2010

Total Attachments: 8

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CERTIFICATE OF MERGER
OF
OPI I, INC.
INTO
OP II, INC.

The undersigned corporation does hereby certify:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows (together, the "Constituent Corporations"):

| <u>NAME</u> | <u>STATE OF INCORPORATION</u> |
|-------------|-------------------------------|
| OPI I, Inc. | Delaware |
| OP II, Inc. | Florida |

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is OP II, Inc., a Florida corporation (the "Surviving Corporation").

FOURTH: That the Articles of Incorporation of the Surviving Corporation shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the merger.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is 1615 South Congress Avenue, Suite 200, Delray Beach, Florida 33444.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: That the Surviving Corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other

proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 1615 South Congress Avenue, Suite 200, Delray Beach, Florida 33444, until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

EIGHTH: That the effective date of the merger shall be December 29, 1996.

Signed this 17 day of December, 1996.

OF II, INC.

By: Robert Totte
Printed Name: Robert Totte
Its: President

P96000099787

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

OP II, Inc.

500002050905--0
-01/08/97--01072--015
*****35.00 *****35.00

500002050905--0
-01/08/97--01072--016
*****35.00 *****35.00

FILED
96 DEC 24 PM 4:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up

| |
|-------------------|
| Name Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

12/24

EFFECTIVE DATE
12-29-96

12/26

John Merger

CR2E031 (1-89)

P96000099787

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

OPI I, INC., a Delaware corporation, not qualified in Florida

INTO

OP II, INC., a Florida corporation, P96000099787.

File date: December 24, 1996 , effective December 29, 1996

Corporate Specialist: Joy Moon-French

FILED

ARTICLES OF MERGER
OF
OPI I, INC.
INTO
OP II, INC.

96 DEC 24 PM 4:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

| <u>Name of corporation</u> | <u>State of incorporation</u> | <u>EFFECTIVE DATE</u> |
|----------------------------|-------------------------------|-----------------------|
| OPI I, Inc. | Delaware | <u>12-29-96</u> |
| OP II, Inc. | Florida | |

SECOND: The laws of the State of Delaware under which OPI I, Inc. (the "Merged Corporation") is organized permit such merger and the Merged Corporation is complying with those laws in effecting the merger.

THIRD: OP II, Inc. (the "Surviving Corporation") complies with the applicable provisions of Sections 607.1101 - 607.1105 F.S.

FOURTH: The Agreement and Plan of Merger is set forth on Exhibit A hereto.

FIFTH: The effective date of the merger shall be December 29, 1996.

SIXTH: Pursuant to 607.1103(7) F.S., approval of the merger by the shareholders of the Surviving Corporation is not required.

SEVENTH: The Agreement and Plan of Merger was adopted by the shareholders of the Merged Corporation on the 17th day of December, 1996 and was adopted by the Board of Directors of the Surviving Corporation on the 17th day of December, 1996.

Signed this 17th day of December, 1996.

OP II, INC.

By: Robert P. Totto
Printed Name: Robert P. Totto
Its: President

OPI I, INC.

By: Janet Kelley
Printed Name: Janet Kelley
Its: Vice President

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

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- 3 -

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated, this 17th day of December, 1996, between OP II, Inc. (the "Surviving Corporation"), a Florida corporation, and OPI I, Inc. (the "Merged Corporation"), a Delaware corporation (together, the "Constituent Corporations").

WHEREAS, all of the Constituent Corporations desire to merge into a single corporation.

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The Merged Corporation hereby merges with and into the Surviving Corporation. The Surviving Corporation shall be the corporation surviving the merger.

SECOND: The Articles of Incorporation of the Surviving Corporation, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the merger.

THIRD: The manner of converting the outstanding shares of the capital stock of the Constituent Corporations shall be as follows:

I. Each share of common stock of the Surviving Corporation which is issued and outstanding on the effective date of this merger shall remain issued and outstanding.

II. Each share of common stock of the Merged Corporation which is issued and outstanding on the effective date of this merger shall be cancelled and retired.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) The effective date of the merger shall be December 29, 1996.