

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/17/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Avatron Software, Inc.		09/17/2010	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	Avatron Software, Inc.
Street Address:	111 SW Fifth Ave.
Internal Address:	Ste. 4100
City:	Portland
State/Country:	OREGON
Postal Code:	97204
Entity Type:	CORPORATION: OREGON

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3605934	AVATRON
Registration Number:	3608621	AIR SHARING
Registration Number:	3605936	
Registration Number:	3605938	
Serial Number:	85039189	AIR DISPLAY

CORRESPONDENCE DATA

Fax Number: (503)295-0915
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 503-499-4529
 Email: jerry.carleton@bullivant.com
 Correspondent Name: Jerry Carleton
 Address Line 1: 888 SW 5th Ave.
 Address Line 2: Ste. 300

900177041

**TRADEMARK
 REEL: 004411 FRAME: 0976**

CH \$140.00 3605934

Address Line 4: Portland, OREGON 97204

ATTORNEY DOCKET NUMBER: 31964/2

NAME OF SUBMITTER: Jerry Carleton

Signature: /Jerry Carleton/

Date: 11/09/2010

Total Attachments: 6

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Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
Fax:(503)378-4381
www.filinginoregon.com

BHB SERVICES (OREGON), INC.
888 SW FIFTH AVE STE 300
PORTLAND OR 97204-2089

Acknowledgement Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed below. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document
ARTICLES OF MERGER

Filed On
09/17/2010

Name of Survivor
AVATRON SOFTWARE, INC.

Reg. No.
714279-92

Type
DOM BUS CORP

Juris
OR

Name(s) of Non Survivor(s)
AVATRON SOFTWARE, INC.

Reg. No.
669149-96

Type
FGN BUS CORP

Juris
WA

ARTICLES OF MERGER

FILED

SEP 17 2010

OREGON
SECRETARY OF STATE

**ARTICLE 1
Merging Business Entities**

The merging business entities are:

<u>Name</u>	<u>State of Organization</u>	<u>Type of Entity</u>
669149-96 AVATRON SOFTWARE, INC.	Washington	Corporation
74279-92 AVATRON HOLDINGS CORP.	Oregon	Corporation

**ARTICLE 2
Surviving Business Entity**

The surviving business entity is AVATRON HOLDINGS CORP.

**ARTICLE 3
Plan of Merger**

A copy of the plan of merger is attached as **Exhibit A - Plan of Merger**.

**ARTICLE 4
Approval of Merger**

4.1 AVATRON SOFTWARE, INC. Shareholder approval of the plan of merger was not required for AVATRON SOFTWARE, INC., pursuant to RCWA 23B.11.040.

4.2 AVATRON HOLDINGS CORP. Shareholder approval of the plan of merger was not required for AVATRON HOLDINGS CORP. pursuant to ORS 60.491.

**ARTICLE 5
Amendment of Articles of Incorporation**

5.1 **AMENDMENT.** Article I of the Articles of Incorporation of AVATRON HOLDINGS CORP. is hereby amended and restated to read as follows: "The name of the Corporation is Avatron Software, Inc."

5.2 **SHAREHOLDER APPROVAL.** Of the 10,000,000 authorized shares of common stock, 2,000,000 shares were issued and outstanding and entitled to vote on the amendment. Of the 2,000,000 authorized shares of preferred stock, no shares were issued and outstanding and entitled to vote on the amendment. Of the common shares entitled to vote, 2,000,000 shares of common stock were voted in favor of the amendment, and no shares were voted against the amendment.

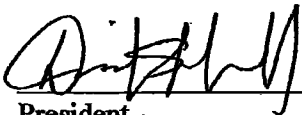
ARTICLE 6
Effective Time and Date

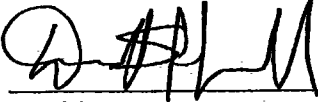
These Articles of Merger upon their filing with the Oregon Secretary of State.

Dated: September 17, 2010

AVATRON SOFTWARE, INC.

AVATRON HOLDINGS CORP.

By:  _____
President

By:  _____
President

Person to contact about this filing: Jerry Carleton
Daytime phone number: 503-499-4529

Exhibit A - Plan of Merger

PLAN OF MERGER

This Plan of Merger sets forth the terms and conditions under which AVATRON HOLDINGS CORP., an Oregon corporation ("Parent Corporation"), will merge with AVATRON SOFTWARE, INC., a Washington corporation ("Subsidiary Corporation"). Parent Corporation owns 100% of the outstanding shares of each class of Subsidiary Corporation.

I. DEFINITION.

"Effective Time" means the latest to occur of the following:

1. the effective time and date of the Articles of Merger filed with the Oregon Secretary of State; and
2. the effective time and date of the Certificate of Ownership filed with the Washington Secretary of State pursuant to RCWA 23B.11.040.

II. MERGING CORPORATIONS

The merging corporations will be:

Name	State of Organization	Type of Entity
AVATRON SOFTWARE, INC.	Washington	Corporation
AVATRON HOLDINGS CORP.	Oregon	Corporation

III. SURVIVING CORPORATION

The surviving corporation will be AVATRON HOLDINGS CORP.

IV. MATERIAL TERMS AND CONDITIONS

A. **Merger.** At the Effective Time, Subsidiary Corporation will merge with and into Parent Corporation and the separate existence of Subsidiary Corporation will cease.

B. **Articles of Incorporation.** The Articles of Incorporation of Parent Corporation before the Effective Time will continue to be the articles of incorporation of Parent Corporation after the Effective Time, provided that the Articles of Incorporation of Parent Corporation shall be amended effective as of the Effective Time to change the name of the Parent Corporation to Avatron Software, Inc.

C. **Bylaws.** The Bylaws of Parent Corporation before the Effective Time will continue to be the bylaws of Parent Corporation after the Effective Time.

D. **Directors.** The directors of Parent Corporation before the Effective Time will continue to be the directors of Parent Corporation after the Effective Time.

E. **Officers.** The officers of Parent Corporation before the Effective Time will continue to be the officers of Parent Corporation after the Effective Time.

V. **CONVERSION AND CANCELLATION OF SHARES; LIABILITIES**

The following will occur at the Effective Time:

A. **Cancellation of Shares.** Each issued and outstanding share of Subsidiary Corporation that is owned or controlled directly or indirectly by Parent Corporation will be cancelled for no consideration.

B. **Liabilities.** The Parent Corporation shall assume all the obligations of the Subsidiary Corporation.