

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/03/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BookRenter.com, Inc.		09/03/2009	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	BookRenter.com, Inc.
Street Address:	155 Bovet Road, Suite 207
City:	San Mateo
State/Country:	CALIFORNIA
Postal Code:	94402
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	77909007	BOOKRENTER.COM
Serial Number:	85168328	RAPIDRETURN
Registration Number:	3787019	TIKIMAN

CORRESPONDENCE DATA

Fax Number: (317)231-7433
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3172311313
 Email: jgard@btlaw.com
 Correspondent Name: Julia Spoor Gard
 Address Line 1: 11 South Meridian Street
 Address Line 2: Barnes & Thornburg LLP
 Address Line 4: Indianapolis, INDIANA 46204

ATTORNEY DOCKET NUMBER:	50024-100
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900188832

**TRADEMARK
 REEL: 004518 FRAME: 0481**

CH \$90.00 77909007

NAME OF SUBMITTER:	Julia Spoor Gard
Signature:	/jsg/
Date:	04/08/2011
Total Attachments: 3 source=BOOKRENTER.COM, INC. DE PLAIN COPY-DE - Secretary of State-738367-5#page1.tif source=BOOKRENTER.COM, INC. DE PLAIN COPY-DE - Secretary of State-738367-5#page2.tif source=BOOKRENTER.COM, INC. DE PLAIN COPY-DE - Secretary of State-738367-5#page3.tif	

CERTIFICATE OF OWNERSHIP AND MERGER

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, BookRenter.com, Inc., a California corporation (the "Parent Corporation"), for the purpose of effecting the merger (the "Merger") of Parent Corporation with and into BookRenter.com, Inc., a Delaware corporation and the wholly owned subsidiary of the Parent Corporation (the "Surviving Corporation"), does hereby certify:

FIRST: That the Surviving Corporation is incorporated and duly organized under the laws of the State of Delaware.

SECOND: That the Parent Corporation owns all of the outstanding shares of the capital stock of the Surviving Corporation.

THIRD: That attached as Exhibit A hereto are resolutions of the Board of Directors of the Parent Corporation, duly adopted by the members on August 25, 2009, approving the Merger and this Certificate of Ownership and Merger.

FOURTH: That the holders of a majority of the outstanding stock of the Parent Corporation entitled to vote have approved the Merger by written consent under the provisions of Section 603 of the California Corporations Code.

IN WITNESS WHEREOF, Parent Corporation has caused this certificate to be signed by Mehdi Maghsoodnia, this 3rd day of September, 2009.

BOOKRENTER.COM, INC.
a California corporation


By: 
Mehdi Maghsoodnia
President and Chief Executive Officer

EXHIBIT A

**RESOLUTIONS ADOPTED BY THE
BOARD OF DIRECTORS OF
BOOKRENTER.COM, INC., A CALIFORNIA CORPORATION
ON AUGUST 25, 2009**

Merger of the Company into BookRenter.com-Delaware

RESOLVED, that the Board hereby approves the reincorporation of the Company as a Delaware corporation;

RESOLVED FURTHER, that the Board believes that it is in the best interest of the Company to effect such reincorporation by means of a reorganization (within the meaning of Internal Revenue Code Section 368) (the "Reorganization") effected by merging the Company into BookRenter.com-Delaware, a wholly-owned subsidiary of the Company, pursuant to which

- every one (1) share of outstanding Common Stock of the Company will be exchanged for one (1) share of Common Stock of Bookrenter.com-Delaware;
- every outstanding option to purchase one (1) share of Common Stock of the Company will be assumed by BookRenter.com-Delaware and converted into an option to purchase one (1) share of Common Stock of Bookrenter.com-Delaware, with no change in the exercise price thereof;

RESOLVED FURTHER, that the Board does hereby approve the Reorganization;

RESOLVED FURTHER, that the Agreement and Plan of Merger, in substantially the form attached to hereto as Exhibit L (the "Merger Agreement"), and all transactions described therein, be, and they hereby are, adopted and approved, with such changes as may be approved by the President of the Company and BookRenter.com-Delaware in his sole discretion, his signature on such document to constitute conclusive evidence of such approval;

RESOLVED FURTHER, that the effective date of the Reorganization (the "Effective Date") shall be the date of filing of the Certificate of Ownership and Merger or the Merger Agreement in the Office of the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further actions, including, but not limited to, providing notification of the Reorganization to any appropriate governmental or regulatory agencies and filing any forms and documents with such agencies as may be required or advisable by them or by law, and to obtain such consents from any third parties or governmental or regulatory agencies as may be necessary or advisable to carry out the Reorganization;

RESOLVED FURTHER, that the Merger Agreement, the Certificate of Incorporation and the Bylaws of BookRenter.com-Delaware, and such other documents and proposals including, without limitation, any related certificates necessary to effect the Reorganization, be submitted to the shareholders of the Company for approval along with a Shareholder Information Statement and that each of the officers of the Company be, and they hereby are, authorized and directed to prepare and submit said documentation to the shareholders of the Company for their approval;

RESOLVED FURTHER, that, subject to obtaining the requisite approval of the Merger Agreement by the Company's shareholders, the Company's Chairman, President and/or Secretary of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to (i) execute and deliver the Merger Agreement to BookRenter.com-Delaware in substantially the form approved herein by the Board or such other form as the Board and shareholders shall hereafter approve, under which the Company would effect the Reorganization, (ii) consummate all the transactions contemplated by the Merger Agreement, on the terms set forth in the Merger Agreement and pursuant to such other agreements, and any amendments thereto, as the officers executing such may in their discretion deem reasonable and appropriate, and (iii) prepare and cause to be filed the Merger Agreement and any related officers' certificates or other documents required to be filed with the appropriate governmental offices in the States of Delaware and California in accordance with the laws applicable to consummate the Reorganization;

RESOLVED FURTHER, that there is hereby adopted and incorporated by reference the full text of any resolution that may be required by any person or entity in connection with the Reorganization, and that the Secretary of the Company is hereby authorized and empowered to certify to such person or entity that any such form of resolution so required has been adopted; and

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company and under its corporate seal if appropriate, to (i) prepare and cause to be filed any related certificates or other documents required to be filed with the appropriate governmental offices in the States of Delaware and California in accordance with applicable laws in order to consummate the Reorganization, and (ii) make all such arrangements, to do and perform all such acts and things, to execute and deliver all such officers' certificates and such other instruments and documents, to effect all filings and qualifications, and to take all further action as they may deem necessary or appropriate in order to effectuate fully the purpose of each and all of the foregoing resolutions (hereby ratifying and confirming any and all actions taken heretofore and hereafter to accomplish such purposes, all or singular).