

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/12/2004		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Shavlik Technologies LLC		08/12/2004	LIMITED LIABILITY COMPANY: MINNESOTA
RECEIVING PARTY DATA			
Name:	Shavlik Technologies LLC		
Street Address:	119 14th Street NW Suite 200		
City:	New Brighton		
State/Country:	MINNESOTA		
Postal Code:	55112		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2488207	SHAVLIK	
CORRESPONDENCE DATA			
Fax Number:	(612)332-9081		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	612.332.5300		
Email:	Istrom@merchantgould.com		
Correspondent Name:	Merchant & Gould P.C.		
Address Line 1:	P.O. Box 2910		
Address Line 4:	Minneapolis, MINNESOTA 55402-0910		
ATTORNEY DOCKET NUMBER:	12554.00000001		
NAME OF SUBMITTER:	Andrew S. Ehard		
Signature:	/Andrew S. Ehard/		

OP \$40.00 2488207

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REEL: 004532 FRAME: 0989

Date:

05/03/2011

Total Attachments: 7

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CERTIFICATE OF MERGER
OF
SHAVLIK TECHNOLOGIES, LLC, a Minnesota limited liability company,
INTO
SHAVLIK TECHNOLOGIES, LLC, a Delaware limited liability company

Pursuant to the Delaware Limited Liability Company Act, Title 6 Section 18-209, the undersigned authorized person has executed this certificate of merger on behalf of Shavlik Technologies, LLC, a Delaware limited liability company, effective as of the date set forth below:

1. The name and jurisdiction of organization of each constituent entity are:

<u>Name of Merging Company</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Shavlik Technologies, LLC ("Shavlik MN")	Minnesota	Limited liability company
<u>Name of Surviving Company</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Shavlik Technologies, LLC ("Shavlik DE")	Delaware	Limited liability company

2. The Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger") and incorporated herein by reference sets forth the terms and conditions of the merger. The Plan of Merger has been adopted by the required consent of the governors and owners of Shavlik MN, pursuant to Minnesota Statutes, Chapter 322B, and by the required consent of the managers and owners of Shavlik DE, pursuant to Section 18-209 of the Delaware Limited Liability Company Act.


3. Shavlik DE shall be the surviving entity of the merger, and its name shall remain, Shavlik Technologies, LLC.

4. The certificate of formation of Shavlik DE, as now in force and effect, shall be its certificate of formation following the merger.

5. The executed Plan of Merger is on file at the offices of Shavlik DE, located at 2665 Long Lake Road, Suite 400, Roseville, MN 55113.

6. A copy of the Plan of Merger will be furnished by Shavlik DE upon request and without cost to any member of the constituent limited liability companies.

Dated: August 12, 2004


Rebecca E. Shavlik, Authorized Person
for Shavlik Technologies, LLC, a Delaware limited
liability company

#29965021

14571-LLC

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 322B

State of Formation and Names of Merging Entities:

**MN: SHAVLIK TECHNOLOGIES, LLC
DE: SHAVLIK TECHNOLOGIES, LLC**

State of Formation and Name of Surviving Entity:

DE: SHAVLIK TECHNOLOGIES, LLC

Effective Date of Merger: August 12, 2004

Name of Surviving Entity After Effective Date of Merger:

SHAVLIK TECHNOLOGIES, LLC

This certificate has been issued on: August 12, 2004



Mary Kiffmeyer
Secretary of State.

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**ARTICLES OF MERGER
OF
SHAVLIK TECHNOLOGIES, LLC, a Minnesota limited liability company,
INTO
SHAVLIK TECHNOLOGIES, LLC, a Delaware limited liability company**

Pursuant to Minnesota Statutes, Section 322B.73, and the Delaware Limited Liability Company Act, Section 18-209, the undersigned organizations execute the following Articles of Merger:

1. The name and jurisdiction of organization of each constituent entity are:

<u>Name of Merging Company</u> Shavlik Technologies, LLC ("Shavlik MN")	<u>Jurisdiction</u> Minnesota	<u>Entity Type</u> Limited liability company
<u>Name of Surviving Company</u> Shavlik Technologies, LLC ("Shavlik DE")	<u>Jurisdiction</u> Delaware	<u>Entity Type</u> Limited liability company

2. The Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger") and incorporated herein by reference sets forth the terms and conditions of the merger.

3. The Plan of Merger has been adopted by the required consent of the governors and owners of Shavlik MN, pursuant to Minnesota Statutes, Chapter 322B, and by the required consent of the managers and owners of Shavlik DE, pursuant to Section 18-209 of the Delaware Limited Liability Company Act.

4. Shavlik DE shall be the surviving entity of the merger, and its name shall remain, Shavlik Technologies, LLC.

5. The certificate of formation of Shavlik DE, as now in force and effect, shall be its certificate of formation following the merger.

6. The executed Plan of Merger is on file at the offices of Shavlik DE, located at 2665 Long Lake Road, Suite 400, Roseville, MN 55113.

7. A copy of the Plan of Merger will be furnished by Shavlik DE upon request and without cost to any member of the constituent limited liability companies.

8. Shavlik DE does hereby agree that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of Shavlik MN and Shavlik DE and in a proceeding for the enforcement of the rights of a dissenting owner of Shavlik MN and Shavlik DE against Shavlik DE; does hereby irrevocably appoint the Minnesota Secretary of State as its agent to accept service of process in any proceeding, which service of process may be forwarded to Shavlik DE at 2665 Long Lake Road, Suite 400, Roseville, MN 55113; and does hereby agree

that it will promptly pay to the dissenting owner of Shavlik MN and Shavlik DE the amount, if any, to which they are entitled under the provisions of Section 322B.386 of the Minnesota Limited Liability Company Act with respect to the rights of dissenting members.

Dated: August 12, 2004

SHAVLIK TECHNOLOGIES, LLC, a Minnesota
limited liability company

By Rebecca Shavlik
Its Exec. Vice President

SHAVLIK TECHNOLOGIES, LLC, a Delaware
limited liability company

By Rebecca R. Shavlik
Its Exec. Vice President

#29942761

**AGREEMENT AND
PLAN OF MERGER
OF
SHAVLIK TECHNOLOGIES, LLC, a Minnesota limited liability company
INTO
SHAVLIK TECHNOLOGIES, LLC, a Delaware limited liability company**

This Agreement and Plan of Merger ("Plan of Merger") is entered into by Shavlik Technologies, LLC, a Minnesota limited liability company, and Shavlik Technologies, LLC, a Delaware limited liability company, effective as of the date set forth below.

**ARTICLE 1.
MERGER OF COMPANIES**

1.1) **Constituent Companies.** The names and addresses of the constituent companies are Shavlik Technologies, LLC, a Minnesota limited liability company ("Shavlik MN"), 2665 Long Lake Road, Suite 400, Roseville, MN 55113, and Shavlik Technologies, LLC, a Delaware limited liability company ("Shavlik DE"), 2665 Long Lake Road, Suite 400, Roseville, MN 55113. The constituent companies shall be combined by the merger of Shavlik MN into Shavlik DE, with Shavlik DE as the surviving company (the "Surviving Company"), pursuant to the applicable provisions of the Minnesota Limited Liability Company Act ("MLLCA") and the Delaware Limited Liability Company Act ("DEACT") (the "Merger").

**ARTICLE 2.
MEANS OF EFFECTING REORGANIZATION AND
MERGER AND CONVERTING OWNERSHIP INTEREST**

2.1) **The Merger.** The Merger shall become effective on the later of (i) the date on which the Articles of Merger have been filed with the Minnesota Secretary of State and (ii) the date on which the Certificate of Merger has been filed with the Delaware Secretary of State (the "Effective Time"). At the Effective Time, Shavlik MN shall be merged with and into Shavlik DE in accordance with the provisions of the MLLCA and the DEACT, whereupon the separate company existence of Shavlik MN shall cease, and Shavlik DE shall alone continue in existence as the Surviving Company. All transactions after the Effective Time shall be deemed transactions of and for the account of Shavlik DE as the Surviving Company.

2.2) **Succession.** As of the Effective Time, Shavlik DE shall succeed to and possess all rights, privileges, powers, franchises, assets, property, and immunities of both constituent companies. The title to any real property or any interest therein vested by deed or otherwise in either constituent company shall not revert or be in any way impaired by reason of the Merger. Further provided, all rights of creditors and all liens upon any property of either of the constituent companies shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Time, and all debts, liabilities, and duties of either of the constituent companies shall become those of Shavlik DE and may be enforced against it to the same extent

as if such debts, liabilities and duties had been incurred or contracted by Shavlik DE.

2.3) Instruments of Further Assurance. If at any time after the Effective Time, the Surviving Company shall determine or be advised that any instrument of further assurance is needed in order to evidence the vesting in it of the title of any of the constituent companies to any of the property rights of the constituent companies, the appropriate officers or managers of the constituent companies are hereby authorized to execute, acknowledge and deliver all such instruments of further assurance and to do all acts or things, in the name of the constituent companies, as may be required or desirable to carry out the provisions of this Plan of Merger.

2.4) Cancellation, Continued Existence, and Conversion of Ownership Interests.

(a) Cancellation of Class A Shavlik MN Membership Units. Each Class A membership unit of Shavlik MN held by Shavlik Technologies Corporation immediately prior to the Effective Time shall, by virtue of the Merger, be canceled.

(b) Continued Existence of Class A Shavlik DE Units. Each Class A unit of Shavlik DE held by Shavlik Technologies Corporation, immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, remain in existence.

(c) Conversion of Class C Shavlik MN Membership Units into Class C Shavlik DE Units. Each Class C membership unit of Shavlik MN held by any person, whether a member of Shavlik MN or otherwise, immediately prior to the Effective Time shall, by virtue of the Merger, be converted on a one-to-one basis into Class C Units in Shavlik DE.

(d) Conversion of Class D Shavlik MN Membership Units into Class D Shavlik DE Units. Each Class D membership unit of Shavlik MN held by any person, whether a member of Shavlik MN or otherwise, immediately prior to the Effective Time shall, by virtue of the Merger, be converted, on a one-to-one basis, into Class D Units in Shavlik DE.

ARTICLE 3.

ORGANIZATION OF THE SURVIVING COMPANY

3.1) Certificate of Formation and Operating Agreement of the Surviving Company. The Certificate of Formation and Operating Agreement of the Surviving Company shall be the existing Certificate of Formation and Operating Agreement of Shavlik DE in effect prior to the Effective Time until thereafter amended in accordance with applicable law.

3.2) Manager of the Surviving Company. From and after the Effective Time, the Managers (as defined in that certain Operating Agreement of Shavlik DE) and officers of the Surviving Company shall be the Managers and officers of Shavlik DE.

Entered into effective as of the 12th day of August, 2004.

SHAVLIK TECHNOLOGIES, LLC, a Minnesota
limited liability company

By Rebecca P. Shavlik
Its Exec. Vice President

SHAVLIK TECHNOLOGIES, LLC, a Delaware
limited liability company

By Rebecca P. Shavlik
Its Exec. Vice President

#29965021