

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/06/2011		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
BDT Ventures, LLC		07/06/2011	LIMITED LIABILITY COMPANY: NEW YORK
<b>RECEIVING PARTY DATA</b>			
Name:	CMDirect, Inc.		
Street Address:	1610 Wynkoop Street, Suite 140		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80202		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Serial Number:	85340856	CMDIRECT	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(719)633-1518		
Phone:	719-473-3800		
Email:	jill.chalmers@hro.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Jill J. Chalmers		
Address Line 1:	90 South Cascade Avenue, Suite 1300		
Address Line 2:	Holme Roberts & Owen LLP		
Address Line 4:	Colorado Springs, COLORADO 80903		
ATTORNEY DOCKET NUMBER:	56714-20000		
NAME OF SUBMITTER:	Jill J. Chalmers		

OP \$40.00 85340856

900202464

**TRADEMARK**  
 REEL: 004625 FRAME: 0771

Signature:	/jill j. chalmers/
Date:	09/19/2011
Total Attachments: 9 source=NY Cert of Merger#page1.tif source=NY Cert of Merger#page2.tif source=NY Cert of Merger#page3.tif source=NY Cert of Merger#page4.tif source=NY Cert of Merger#page5.tif source=NY Cert of Merger#page6.tif source=DE Certificate of Merger#page1.tif source=DE Certificate of Merger#page2.tif source=DE Certificate of Merger#page3.tif	

FILING RECEIPT

=====

ENTITY NAME: CMDIRECT, INC.

DOCUMENT TYPE: MERGER (UNA. BUSINESS)  
PROCESS

COUNTY: UNKN

=====

FILED:07/07/2011 DURATION:\*\*\*\*\* CASH#:110707000538 FILM #:110707000482

FILER:

EFFECT DATE

-----  
NRAI CORPORATE SERVICES, INC.  
60 NASON ST., NO 12

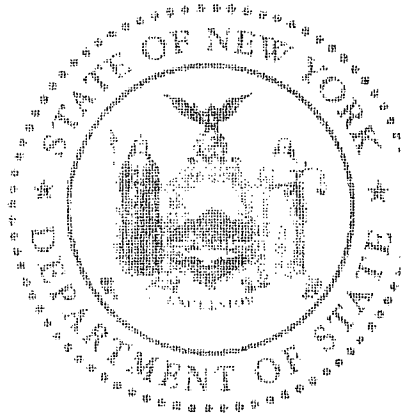
-----  
07/07/2011

MAYNARD, MA 01754

ADDRESS FOR PROCESS:

-----  
THE CORPORATION  
1610 WYNKOOP ST., STE. 140  
DENVER, CO 80302

REGISTERED AGENT:



CONSTITUENT NAME: BDT VENTURES, LLC

=====

SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD. - 30

SERVICE CODE: 30

FEEs            120.00  
-----  
FILING           60.00  
TAX              0.00  
CERT             0.00  
COPIES          10.00  
HANDLING        50.00

PAYMENTS       120.00  
-----  
CASH             0.00  
CHECK            0.00  
CHARGE           0.00  
DRAWDOWN        120.00  
OPAL             0.00  
REFUND           0.00

=====

DOS-1025 (04/2007)

**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of  
the Department of State, at the City of  
Albany, on July 8, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

Rev. 05/09

110707000482

New York State  
Department of State  
Division of Corporations, State Records and Uniform Commercial Code  
One Commerce Plaza, 99 Washington Avenue  
Albany, NY 12231

**CERTIFICATE OF MERGER**

**OF**

**BDT VENTURES, LLC, A NEW YORK LIMITED LIABILITY COMPANY**

**AND**

**CMDIRECT, INC., A DELAWARE CORPORATION**

**INTO**

**CMDIRECT, INC., A DELAWARE CORPORATION**

**Under Section 904-a of the Business Corporation Law**

It is hereby certified on behalf of each of the constituent business entities herein named, as follows:

**FIRST:** The name (and if the name has been changed, the name under which it was formed) and jurisdiction of formation or organization of each limited liability company or other business entity that is to merge is: (i) BDT Ventures, LLC, a New York limited liability company, hereinafter referred to as the "merged company" and (ii) CMDirect, Inc., a Delaware corporation, hereinafter referred to as the "surviving corporation."

**SECOND:** The date that merged company filed its certificate of organization with the Department of State of the State of New York was September 19, 2006.

**THIRD:** An Agreement and Plan of Merger has been approved and executed by each of the merged company and the surviving corporation.

**FOURTH:** The name of the surviving corporation is CMDirect, Inc.

**FIFTH:** The date that the surviving corporation filed its certificate of incorporation with the Secretary of State of the State of Delaware was July 6, 2011. No Application for Authority was filed by the Department of State of the State of New York, and the surviving corporation shall not do business in the State of New York until an

Application for Authority shall have been filed by the Department of State of the State of New York.

**SIXTH:** The surviving corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged company and for the enforcement, as provided in the New York Limited Liability Company Law, of the right of members of the merged company to receive payment for their membership interests against the surviving corporation.

**SEVENTH:** Subject to the provisions of Section 1005 of the New York Limited Liability Company Law and Section 623 of the New York Business Corporation Law or any applicable statute, the surviving corporation will promptly pay to the members of the merged company the amount, if any, to which they shall be entitled under the provisions of the New York Business Corporation Law and any applicable statute relating to the right of members to receive payment for their interests.

**EIGHTH:** The surviving corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in Section 3 of the New York Limited Liability Company Law in any action or special proceeding. The post office address without the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is:

CMDirect, Inc.  
1610 Wynkoop St., Ste. 140  
Denver, CO 80302

**NINTH:** The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving corporation and is in compliance therewith.

**TENTH:** The agreement of merger is on file at the place of business of the surviving corporation, which address is:

CMDirect, Inc.  
1610 Wynkoop St., Ste. 140  
Denver, CO 80302

**ELEVENTH:** A copy of the agreement of merger will be furnished, without cost, by the surviving corporation, upon request, to any member of the merged company or to any stockholder of surviving corporation.


IN WITNESS WHEREOF, the undersigned have executed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by each of the undersigned and are true and correct.

Executed on this 6<sup>th</sup> day of July, 2011.

**BDT VENTURES, LLC**

By:   
Name: Julie Lerner  
Title: Manager

**CMDIRECT, INC.**

By:   
Name: Julie Lerner  
Title: President

#100893 v2 baa

110707000482

CERTIFICATE OF MERGER

OF

BDT VENTURES, LLC, A NEW YORK LIMITED LIABILITY COMPANY

AND

CMDIRECT, INC., A DELAWARE CORPORATION

INTO

CMDIRECT, INC., A DELAWARE CORPORATION

UNDER SECTION 904-a OF THE BUSINESS CORPORATION LAW

RECEIVED  
2011 JUL -7 AM 11:03

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED BY:  
NRAI CORPORATE SERVICES, INC.  
60 NASON ST., NO 12  
MAYNARD, MA 01754

FILED JUL 07 2011

TAXS \_\_\_\_\_

BY: Dul

DRAWDOWN  
DELANEY - 30

2011 JUL -7 PM 1:27

11070700053A



# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, 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:

"BDT VENTURES, LLC", A NEW YORK LIMITED LIABILITY COMPANY, WITH AND INTO "CMDIRECT, INC." UNDER THE NAME OF "CMDIRECT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF JULY, A.D. 2011, AT 2:13 O'CLOCK P.M.


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



5006974 8100M

110794885

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8884812

DATE: 07-06-11

TRADEMARK  
REEL: 004625 FRAME: 0779

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION AND  
FOREIGN LIMITED LIABILITY COMPANY**

---

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

---

**CMDirect, Inc.**, a Delaware corporation, does hereby certify as follows:

**FIRST:** The name of the surviving corporation is CMDirect, Inc., a Delaware corporation, and the name of the limited liability company being merged into this surviving corporation is BDT Ventures, LLC, a New York limited liability company.

**SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Title 8 Section 264(c) of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is CMDirect, Inc.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The Merger is to become effective on July 6, 2011.

**SIXTH:** The Agreement and Plan of Merger is on file at the offices of the surviving corporation at 1610 Wynkoop St., Suite 140, Denver, CO 80202.

**SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder or member of the constituent entities.

*[Remainder of page intentionally left blank.]*

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be executed in its corporate name as of July 6, 2011.

**SURVIVING CORPORATION:**

CMDIRECT, INC.

By: /s/ Julie Lerner  
Julie Lerner, President

#100953 v2 bou