

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/21/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Docufide, Inc.		01/21/2011
			Entity Type
			CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Parchment, Inc.		
Street Address:	6263 North Scottsdale Road, Suite 170		
City:	Scottsdale		
State/Country:	ARIZONA		
Postal Code:	85250		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3897333	DOCUFIDE
CORRESPONDENCE DATA			
Fax Number:	(512)853-8801		
Phone:	512-853-8800		
Email:	dkgpto@intprop.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:	Dwayne K. Goetzel		
Address Line 1:	P.O. Box 398		
Address Line 4:	Austin, TEXAS 78767-0398		
ATTORNEY DOCKET NUMBER:	6614-00100		
NAME OF SUBMITTER:	Dwayne K. Goetzel		
Signature:	/Dwayne K. Goetzel/		

CH \$40.00 3897333

Date:

01/05/2012

Total Attachments: 9

source=Merger Doc#page1.tif

source=Merger Doc#page2.tif

source=Merger Doc#page3.tif

source=Merger Doc#page4.tif

source=Merger Doc#page5.tif

source=Merger Doc#page6.tif

source=Merger Doc#page7.tif

source=Merger Doc#page8.tif

source=Merger Doc#page9.tif

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 AGREEMENT OF MERGER, WHICH MERGES:

"DOCUFIDE, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "PARCHMENT INC." UNDER THE NAME OF "PARCHMENT INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JANUARY, A.D. 2011, AT 6:04 O'CLOCK P.M.


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

4918012 8100M

110068799



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8512869

DATE: 01-24-11

TRADEMARK
REEL: 004692 FRAME: 0772

**AGREEMENT AND PLAN OF MERGER
OF PARCHMENT INC.,
A DELAWARE CORPORATION,
AND
DOCUFIDE, INC.,
A CALIFORNIA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER, dated as of January 21, 2011, (the "Agreement"), is between Parchment Inc., a Delaware corporation ("Parchment"), and Docufide, Inc., a California corporation ("Docufide"). Parchment and Docufide are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. Parchment is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock

B. Docufide is a corporation duly organized and existing under the laws of the State of California and has authorized capital stock

C. The Board of Directors of Docufide has determined that, for the purpose of effecting the reincorporation of Docufide in the State of Delaware, it is advisable and in the best interests of Docufide that Docufide merge with and into Parchment upon the terms and conditions herein provided.

D. The respective Boards of Directors of Parchment and Docufide have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective stockholders and shareholders, and executed by the undersigned officers.

E. Parchment is a wholly owned subsidiary of Docufide.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Parchment and Docufide hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the California Corporations Code, Docufide shall be merged with and into Parchment (the "Merger"), the separate existence of Docufide shall cease and Parchment shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be "Docufide, Inc."

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and the Merger has been adopted and approved by the shareholders of Docufide and the stockholders of Parchment in accordance with the requirements of the Delaware General Corporation Law and the California Corporations Code;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement have been satisfied or duly waived by the party entitled to satisfaction thereof; and

(c) An executed Certificate of Ownership and Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law has been filed with the Secretary of State of the State of Delaware.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Docufide shall cease and Parchment, as the Surviving Corporation, (a) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (b) shall be subject to all actions previously taken by its and Docufide's Board of Directors, (c) shall assume the Docufide 2003 Incentive Stock Plan and the Docufide 2011 Incentive Stock Plan, and the outstanding options to purchase Common Shares issued thereunder, (d) shall assume the Docufide Amended and Restated Investors' Rights Agreement, as amended and restated as described in that certain Stock Purchase Agreement of even date herewith (the "Purchase Agreement"), (e) shall assume the Amended and Restated Voting Agreement, as amended and restated as described in the Purchase Agreement, (f) shall assume the Amended and Restated Stockholder Agreement, as amended and restated as described in the Purchase Agreement, (g) shall assume all obligations of Docufide under the Purchase Agreement, (h) shall succeed, without other transfer, to all of the assets, rights, powers and property of Docufide in the manner more fully set forth in Section 259 of the Delaware General Corporation Law, (i) shall continue to be subject to all of the debts, liabilities and obligations of Docufide as constituted immediately prior to the Effective Date of the Merger, (j) shall assume all obligations of Docufide under the each Indemnification Agreement with a director of Docufide and (k) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Docufide in the same manner as if Parchment had itself incurred them, all as

more fully provided under the applicable provisions of the Delaware General Corporation Law and the California Corporations Code.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of Parchment as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Parchment as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of Parchment immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

III. MANNER OF CONVERSION OF STOCK

IV. GENERAL

4.1 Covenants of Parchment. Parchment covenants and agrees that it will, on or before the Effective Date of the Merger:

(a) Qualify to do business as a foreign corporation in the State of California and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Section 2105 of the California Corporations Code.

(b) File any and all documents with the California Franchise Tax Board necessary for the assumption by Parchment of all of the franchise tax liabilities of Docufide.

(c) Take such other actions as may be required by the California Corporations Code.

4.2 Further Assurances. From time to time, as and when required by Parchment or by its successors or assigns, there shall be executed and delivered on behalf of Docufide such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Parchment the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Docufide and otherwise to carry out the purposes of this Agreement, and the officers and directors of Parchment are fully authorized in the name and on behalf of Docufide or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Docufide or of Parchment, or of both, notwithstanding the approval of this Agreement by the shareholders of Docufide.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders or shareholders of either Constituent Corporation shall not: (a) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (b) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

4.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, and The Corporation Trust Company is the registered agent of the Surviving Corporation at such address.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 1990 South Bundy Drive, Suite 790, Los Angeles, California 90025, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

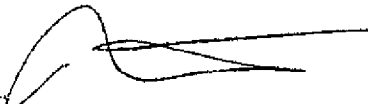
4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the California Corporations Code.

4.8 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

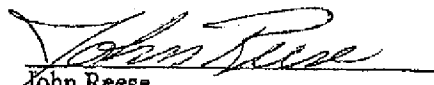
* * * * *

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of Parchment and Docufide is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

PARCHMENT INC.,
a Delaware corporation

By: 
Matthew Pittinsky, President and
Chief Executive Officer

ATTEST:


John Reese
Executive Chairman of the Board

DOCUFIDE, INC.,
a California corporation

By: 
John Reese, President and Secretary

ATTEST:

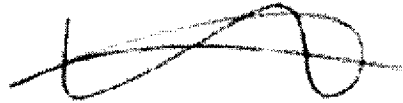

Matthew Pittinsky
Chief Executive Officer

PARCHMENT INC.

CERTIFICATE OF SECRETARY

I, Matthew Pittinsky, Secretary of Parchment Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Docufide, Inc., a corporation of the State of California, was duly adopted pursuant to section 228 of the General Corporation Law of the State of Delaware by the written consent of the stockholders holding more than two-thirds of the shares of each class of the capital stock of the corporation having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said Parchment Inc. and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 21st day of January, 2011



Matthew Pittinsky, Secretary