

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
DNP Photo Imaging America Corporation		09/30/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	DNP IMS America Corporation
Street Address:	4524 Enterprise Drive NW
City:	Concord
State/Country:	NORTH CAROLINA
Postal Code:	28027
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	3762696	CARDPIX
Registration Number:	3767400	CARDPIX
Registration Number:	3550792	DNP PHOTO IMAGING AMERICA CORP.
Registration Number:	3640162	DNP PHOTO IMAGING AMERICA CORP.
Registration Number:	3640163	DNP PHOTO IMAGING AMERICA CORP.
Registration Number:	2982845	ISTATION
Registration Number:	2747677	MYPHOTOLAB.COM
Registration Number:	3029620	NEXLAB
Registration Number:	2007231	PHOTO DITTO
Registration Number:	3098725	PHOTO THEATER
Registration Number:	3661987	PRINT2STORE

CORRESPONDENCE DATA

900221028

TRADEMARK
 REEL: 004762 FRAME: 0566

OP \$290.00 3762696

Fax Number: 6123328352

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 512-474-8488

Email: docketing@cpaglobal.com

Correspondent Name: Matthew J. Booth & Associates

Address Line 1: c/o CPA Global

Address Line 2: P.O. Box 52050

Address Line 4: Minneapolis, MINNESOTA 55402-5050

ATTORNEY DOCKET NUMBER:	27000-0100
NAME OF SUBMITTER:	Matthew J. Booth
Signature:	/Matthew J. Booth/
Date:	04/23/2012

Total Attachments: 5

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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 OWNERSHIP, WHICH MERGES:

"DNP PHOTO IMAGING AMERICA CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "DNP IMS AMERICA CORPORATION" UNDER THE NAME OF "DNP IMS AMERICA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 2011, AT 1:10 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF OCTOBER, A.D. 2011.

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

2420397 8100M

111058932




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9065460

DATE: 09-30-11

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

TRADEMARK
REEL: 004762 FRAME: 0568

CERTIFICATE OF OWNERSHIP AND MERGER

OF

DNP PHOTO IMAGING AMERICA CORPORATION
(a Delaware corporation)

WITH AND INTO

DNP IMS AMERICA CORPORATION
(a Delaware corporation)

**Pursuant to Section 253 of the General Corporation
Law of the State of Delaware**

DNP IMS America Corporation (the "Corporation"), hereby certifies as follows:

FIRST: The Corporation is a corporation incorporated under the laws of the State of Delaware.

SECOND: The Corporation is the owner of at least 90% of each of the issued and outstanding shares of (i) common stock, par value \$0.01 per share (the "Common Stock"), (ii) Series A Preferred Stock, par value \$0.01 per share (the "Series A Stock"), (iii) Series B Preferred Stock, par value \$0.01 per share (the "Series B Stock"), (iv) Series B2 Preferred Stock, par value \$0.01 per share (the "Series B2 Stock"), (v) Series B3 Preferred Stock, par value \$0.01 per share (the "Series B3 Stock"), (vi) Series C1 Preferred Stock, par value \$0.01 per share (the "Series C1 Stock"), and (vii) Series C2 Preferred Stock, par value \$0.01 per share (the "Series C2 Stock") and, together with the Common Stock, the Series A Stock, the Series B Stock, the Series B2 Stock, the Series B3 Stock, and the Series C1 Stock, the "Shares", of DNP Photo Imaging America Corporation, a Delaware corporation ("DNPPIA"), which are the only outstanding classes of capital stock of DNPPIA.

THIRD: On September 30, 2011, the Board of Directors of the Corporation duly adopted by unanimous written consent the following resolutions to merge DNPPIA with and into the Corporation:

RESOLVED, that DNPPIA be merged with and into the Corporation (the "Merger"), pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") and upon the terms and subject to the conditions set forth in the Agreement and Plan of Merger by and between the Corporation and DNPPIA (the "Merger Agreement"); and further

RESOLVED, that (i) the form, terms, and provisions of the Merger Agreement be, and they hereby are, approved and adopted in all respects, (ii) each of the Corporation and DNPPIA is hereby authorized to enter into, and any officer of the

Corporation and DNPPIA be, and each of them hereby is, authorized and empowered to execute and deliver, in the name and on behalf of the Corporation or DNPPIA, as applicable, the Merger Agreement, with such changes therein as the officer or officers executing the same shall approve as necessary or desirable, such approval to be conclusively established by their execution thereof, and (iii) each of the Corporation and DNPPIA be, and it hereby is, authorized and empowered to perform its obligations thereunder and to consummate the transactions contemplated thereby; and further

RESOLVED, that any officer of the Corporation be, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute, deliver, acknowledge, file, and/or record a Certificate of Ownership and Merger effecting the Merger (the "Certificate of Ownership and Merger"), and to cause the same to be filed with the Secretary of State of the State of Delaware and to cause a certified copy of such Certificate of Ownership and Merger to be recorded in the office of the Recorder of Deeds of New Castle County, Delaware, all in accordance with Sections 103 and 253 of the DGCL, and to do all further acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect the Merger; and further

RESOLVED, that any officer of the Corporation be, and each of them individually hereby is, authorized, empowered, and directed, in the name and on behalf of the Corporation, to take or cause to be taken all such further actions to prepare, execute, and/or deliver or cause to be delivered to the stockholders of DNPPIA a Notice of Merger; and further

RESOLVED, that, at the Effective Time (as defined below), (i) the separate existence of DNPPIA shall cease and the Corporation shall continue its existence as the surviving corporation of the Merger (the "Surviving Corporation") pursuant to provisions of the DGCL, (ii) each issued and outstanding Share that is owned by DNPPIA as treasury stock and each Share owned by the Corporation (the "Canceled Shares") shall be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefore, (iii) each issued and outstanding share of Common Stock (other than the Canceled Shares and Shares that are held by stockholders exercising appraisal rights pursuant to and in accordance with Section 262 of the DGCL and who have complied with such Section and who shall not have any further rights as a stockholder of DNPPIA other than those provided under Section 262 of the DGCL) shall cease to be outstanding and shall be canceled and retired and shall cease to exist and shall thereafter represent the right to receive from the Corporation, as the Surviving Corporation in the Merger, the sum of \$0.02 per share of Common Stock, net to the holder in cash, without interest, less any applicable withholding taxes, upon surrender of the share certificates, and (iv) the Merger shall have the effects set forth in Section 259 of the DGCL; and further

RESOLVED, that the Corporation, as the Surviving Corporation in the Merger, shall notify each stockholder of record of DNPPIA within ten (10) days after the effective date of the Merger that the Merger has become effective and that the stockholders may be entitled to appraisal rights under Section 262 of the DGCL; and further

RESOLVED, that the Merger shall be effective as of the date and time of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware or such later date and time as shall be specified therein (such date and time of effectiveness, the "Effective Time");

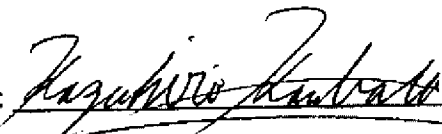
FOURTH: That anything herein or elsewhere to the contrary notwithstanding, this Merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that this Merger filed with the Secretary of State becomes effective.

FIFTH: Pursuant to Section 103(d) of the General Corporation Law of the State of Delaware, this Certificate of Ownership and Merger shall be effective at 12:01 a.m. on the 1st day of October, 2011.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by its duly authorized officer in its corporate name this 30th day of September, 2011.

DNP IMS AMERICA CORPORATION

By: 

Name: Kazuhiro Kawabata

Title: President