

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

| | | | |
|---------------------------|---|----------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 12/16/2010 | | |
| CONVEYING PARTY DATA | | | |
| | Name | Formerly | Execution Date |
| | Arcs & Angles, Inc. | | 12/16/2010 |
| | | | Entity Type |
| | | | CORPORATION: NEW YORK |
| RECEIVING PARTY DATA | | | |
| Name: | Arcs & Angles Holdings, Inc. | | |
| Street Address: | 300 Knightsbridge Parkway | | |
| Internal Address: | Suite 500 | | |
| City: | Lincolnshire | | |
| State/Country: | ILLINOIS | | |
| Postal Code: | 60069 | | |
| Entity Type: | CORPORATION: ILLINOIS | | |
| PROPERTY NUMBERS Total: 2 | | | |
| | Property Type | Number | Word Mark |
| | Registration Number: | 3342333 | THE ARC |
| | Registration Number: | 3223914 | THE ARC |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 3146673633 | | |
| | <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | |
| Phone: | (314) 552-6299 | | |
| Email: | ipdocket@thompsoncoburn.com | | |
| Correspondent Name: | Matthew J. Himich | | |
| Address Line 1: | One US Bank Plaza | | |
| Address Line 2: | Thompson Coburn LLP | | |
| Address Line 4: | Saint Louis, MISSOURI 63101 | | |
| ATTORNEY DOCKET NUMBER: | 53008-107367/108041 | | |

CH \$65.00 3342333

| | |
|---|-------------------|
| NAME OF SUBMITTER: | Matthew J. Himich |
| Signature: | /MJH/ |
| Date: | 11/16/2012 |
| Total Attachments: 12 source=Transfer Arcs&AnglesInc to Arcs&Angles Holdings Inc (Articles of Merger)#page1.tif source=Transfer Arcs&AnglesInc to Arcs&Angles Holdings Inc (Articles of Merger)#page2.tif source=Transfer Arcs&AnglesInc to Arcs&Angles Holdings Inc (Articles of Merger)#page3.tif source=Transfer Arcs&AnglesInc to Arcs&Angles Holdings Inc (Articles of Merger)#page4.tif source=Transfer Arcs&AnglesInc to Arcs&Angles Holdings Inc (Articles of Merger)#page5.tif source=Transfer Arcs&AnglesInc to Arcs&Angles Holdings Inc (Articles of Merger)#page6.tif source=Transfer Arcs&AnglesInc to Arcs&Angles Holdings Inc (Articles of Merger)#page7.tif source=Transfer Arcs&AnglesInc to Arcs&Angles Holdings Inc (Articles of Merger)#page8.tif source=Transfer Arcs&AnglesInc to Arcs&Angles Holdings Inc (Articles of Merger)#page9.tif source=Transfer Arcs&AnglesInc to Arcs&Angles Holdings Inc (Articles of Merger)#page10.tif source=Transfer Arcs&AnglesInc to Arcs&Angles Holdings Inc (Articles of Merger)#page11.tif source=Transfer Arcs&AnglesInc to Arcs&Angles Holdings Inc (Articles of Merger)#page12.tif | |

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
 CONSOLIDATION OR EXCHANGE**
 Business Corporation Act

Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 350
 Springfield, IL 62756
 217-782-6961
 www.cyberdriveillinois.com

FILED

DEC 22 2010

**JESSE WHITE
 SECRETARY OF STATE**

Remit payment in the form of a
 check or money order payable
 to Secretary of State.

Filing fee is \$100, but if merger or
 consolidation involves more than two
 corporations, submit \$50 for each
 additional corporation.

File # 1612-776-1 Filing Fee: \$ 100.⁰⁰ Approved: [Signature]

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.

1. Names of Corporations proposing to ^{merge} ~~consolidate~~ and State or Country of incorporation.
~~exchange shares~~

| Name of Corporation | State or Country of Incorporation | Corporation File Number |
|---|-----------------------------------|-------------------------|
| <u>ARCS & ANGLES HOLDINGS, INC.</u> | <u>ILLINOIS</u> | <u>66127761</u> |
| <u>ARCS & ANGLES, INC.</u> | <u>NEW YORK</u> | <u>N/A</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ^{surviving} ~~new~~ corporation: ARCS & ANGLES HOLDINGS, INC.
~~acquiring~~

b. Corporation shall be governed by the laws of: ILLINOIS

For more space, attach additional sheets of this size.

4. Plan of ^{merger} ~~consolidation~~ is as follows:
~~exchange~~

FOR PLAN OF MERGER SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF

merger
 5. The ~~consolidation~~ was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the
~~exchange~~ state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 – 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

| Name of Corporation: | By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20) | By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20. | By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20. |
|----------------------|---|--|---|
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

Exhibit A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is dated as of December 16, 2010, by and between Arcs & Angles, Inc., a New York corporation ("Merging Entity"), and Arcs & Angles Holdings, Inc., an Illinois corporation ("Surviving Entity").

WHEREAS, Merging Entity caused its Certificate of Incorporation to be filed with the New York Secretary of State on May 6, 2003;

WHEREAS, Surviving Entity caused its Articles of Incorporation to be filed with the Illinois Secretary of State on April 28, 2008;

WHEREAS, Surviving Entity owns 100% of the issued and outstanding capital stock of Merging Entity; and

WHEREAS, the parties desire to merge Merging Entity with and into Surviving Entity on the terms and conditions hereinafter set forth with Surviving Entity as the surviving corporation of the merger.

NOW, THEREFORE, the parties hereto agree as follows:

1. Merger. Subject to the terms and conditions hereof, at the Effective Time (as defined in Section 2 below), Merging Entity shall be merged with and into Surviving Entity, and Surviving Entity shall be the surviving corporation. The name of the Surviving Entity shall be "Arcs & Angles, Holdings, Inc." The merger of Merging Entity into Surviving Entity is hereinafter referred to as the "Merger." The street address of the surviving corporation shall be 300 Knightsbridge Parkway, Suite 500, Lincolnshire, Illinois 60069.
2. Effective Time. The Merger shall become effective upon the filing of (i) Articles of Merger and this Plan by the Illinois Secretary of State, and (ii) Articles of Merger by the New York Secretary of State.
3. Effect of the Merger. At the Effective Time, the separate existence of Merging Entity shall cease; Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities and franchises, both of a public and private nature, of each of the parties to the Merger; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares or membership interests, and all choices in action, and all and every other interest, of or belonging to or due to each of the parties to the Merger, shall be taken and deemed to be transferred to and vested in Surviving Entity without further act or deed; and the title to any real estate, or any interests therein, vested in either of the parties to the Merger shall not revert or be in any way impaired by reason of the Merger. At the Effective Time, Surviving Entity shall become responsible and liable for all the liabilities and obligations of each of the parties to the Merger and neither the rights of creditors nor any liens upon the property of either of the parties shall be impaired by the Merger.

4. Outstanding Shares. On the Effective Time, all of the issued shares of Merging Entity outstanding immediately prior to the Effective Time, and all shares of treasury stock and all rights in respect thereof, shall forthwith cease to exist and shall be cancelled and retired, and the shares of Surviving Entity immediately prior to the Merger shall continue to be outstanding and shall not be changed, but shall remain the same as immediately before the Merger.

5. Articles of Incorporation; By-laws; Directors and Officers.

(a) On the Effective Time, the Articles of Incorporation of Surviving Entity filed with the Illinois Secretary of State on April 28, 2008, shall be the Articles of Incorporation of the surviving corporation until thereafter further amended in accordance with Illinois law.

(b) On the Effective Time, the Bylaws of Surviving Entity, shall be the Bylaws of the surviving corporation until thereafter amended as provided therein and in accordance with Illinois law.

(c) On the Effective Time, the directors and officers of Surviving Entity shall be the directors and officers of the surviving corporation until their successors are duly elected and qualified in accordance with the Bylaws and Illinois law.

6. Approval. This Agreement and Plan of Merger has been approved by all of the shareholders and directors of Merging Entity and Surviving Entity. The sole shareholders of Merging Entity and Surviving Entity waive the 30-day period required by Section 11.30 of the Illinois Business Corporation Act of 1983.

7. Service of Process. Surviving Entity hereby: (i) agrees that it may be served with process in the State of New York in any proceeding for the enforcement of any obligation of Merging Entity and in any proceeding for the enforcement of any obligation of Merging Entity or Surviving Entity arising from the Merger; and (ii) irrevocably each of appoints the Secretary of State of New York as its agent to accept service of process in any such proceeding.

8. Counterparts; Facsimile. This Agreement may be executed in several counterparts, each of which will be an original and all of which will constitute one and the same Agreement. Signature pages exchanged by facsimile will be fully binding.

9. Post-Effective Time Cooperation. After the Effective Time the parties will cooperate from time to time to execute and deliver instruments and documents of further assurance and to do any acts reasonably necessary to cause the Merger to be effective and to carry out the transactions contemplated hereby.

[Signature page follows.]

FILING RECEIPT

=====

ENTITY NAME: ARCS & ANGLES HOLDINGS, INC.

DOCUMENT TYPE: MERGER (UNA. BUSINESS)
PROCESS

COUNTY: UNKN

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FILED:12/22/2010 DURATION:***** CASH#:101222000845 FILM #:101222000783

FILER:

EFFECT DATE

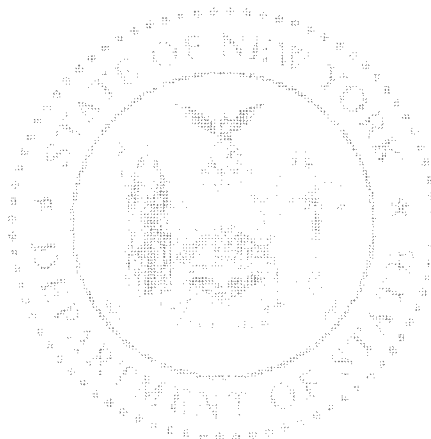
DAVID R. BEINE
300 KNIGHTSBRIDGE PARKWAY
SUITE 500
LINCOLNSHIRE, IL 60069

12/22/2010

ADDRESS FOR PROCESS:

THE CORPORATION
300 KNIGHTSBRIDGE PKWY #500
LINCOLNSHIRE, IL 60069

REGISTERED AGENT:



CONSTITUENT NAME: ARCS & ANGLES, INC.

=====

SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD. - 30

SERVICE CODE: 30

FEES 220.00

FILING 60.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 150.00

PAYMENTS 220.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 220.00
OPAL 0.00
REFUND 0.00

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TRADEMARK DOS-1025 (04/2007)

REEL: 004902 FRAME: 0497

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 December 22, 2010.

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

Daniel E. Shapiro
First Deputy Secretary of State

101222000783

CERTIFICATE OF MERGER

OF

ARCS & ANGLES, INC., a New York corporation

INTO

ARCS & ANGLES HOLDINGS, INC., an Illinois corporation

(Pursuant to Section 907 of the Business Corporation Law)

It is hereby certified on behalf of the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving corporation and is in compliance with said laws.

THIRD: The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed by the Department of State on May 6, 2003. The name under which it was formed is Arcs & Angles, Inc.

FOURTH: The name of the surviving corporation, which was organized under the laws of the State of Illinois, on April 28, 2008, is Arcs & Angles Holdings, Inc. No Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York, and it is not to 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.

FIFTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

| <u>Designation</u> | <u>Number</u> |
|--------------------|---------------|
| Common | 20 |

SIXTH: All taxes and fees accrued against the merged constituent corporation have been paid and a final cessation franchise tax report through the anticipated date of merger has been filed.


SEVENTH: 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 subsidiary corporation, for the enforcement of any liability or obligation of the surviving corporation for which the surviving corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the rights of the holders of those shares of the subsidiary corporation which are not owned by the surviving corporation to receive payment for their shares against the surviving corporation.

EIGHTH: The surviving corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the holders of those shares of the subsidiary corporation which are not owned by the surviving corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

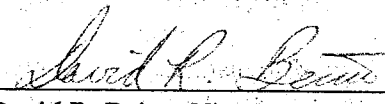
NINTH: The surviving corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address [within] [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: 300 Knightsbridge pkwy, #500, Lincolnshire, Illinois, 60069.

IN WITNESS WHEREOF, we have subscribed 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 us and are true and correct.

Executed on this 16th day of December, 2010.



David R. Beine, Vice President of
the subsidiary corporation



David R. Beine, Vice President of
the surviving corporation.

101222000783

CERTIFICATE OF MERGER

OF

ARCS & ANGLES, INC., a New York corporation

INTO

ARCS & ANGLES HOLDINGS, INC., an Illinois corporation

(Pursuant to Section 907 of the Business Corporation Law)

Filer:

David R. Beine

300 Knightsbridge Parkway, Suite 500, Lincolnshire, Illinois 60069

RECEIVED

2010 DEC 22 PM 12:06

FILED

2010 DEC 22 PM 2:14

DRAWDOWN
DELANEY #30

pac

lcc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 22 2010

TAX \$ 0


BY: *pac*

845

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby duly executed by the parties hereto on the date first above written.

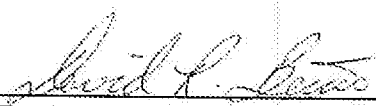
MERGING ENTITY:

Arcs & Angles, Inc.

By: 
David R. Beine, Vice President

SURVIVING ENTITY:

Arcs & Angles Holdings, Inc.

By: 
David R. Beine, Vice President