

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/09/2009

<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Bonnecaze, McLeroy & Harrison, Inc.		01/09/2009	CORPORATION: TEXAS

<b>RECEIVING PARTY DATA</b>	
Name:	Software Plus, Inc.
Street Address:	25B Hanover Road
City:	Florham Park
State/Country:	NEW JERSEY
Postal Code:	07932
Entity Type:	CORPORATION: NEW JERSEY

<b>PROPERTY NUMBERS Total: 1</b>		
Property Type	Number	Word Mark
Registration Number:	1805878	OPEN4

<b>CORRESPONDENCE DATA</b>	
Fax Number:	6173454745
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	6173454665
Email:	trademarks@daypitney.com
Correspondent Name:	Jeremy Blackowicz
Address Line 1:	One International Place
Address Line 4:	Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	704251.000070
NAME OF SUBMITTER:	Jeremy Blackowicz

Signature:	/s/ Jeremy Blackowicz/
Date:	02/21/2013
Total Attachments: 5 source=Bonnecaze to software plus merger#page1.tif source=Bonnecaze to software plus merger#page2.tif source=Bonnecaze to software plus merger#page3.tif source=Bonnecaze to software plus merger#page4.tif source=Bonnecaze to software plus merger#page5.tif	

Form 623  
 (Revised 01/06)  
 Return in duplicate to:  
 Secretary of State  
 P.O. Box 13697  
 Austin, TX 78711-3697  
 512 463-5555  
 FAX: 512 463-5709  
 Filing Fee: see instructions



This space reserved for office use.

**FILED**  
 In the Office of the  
 Secretary of State of Texas

JAN 13 2009

**Parent-Subsidiary  
 Certificate of Merger  
 Business Organizations Code**

**Corporations Section**

**Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization are as follows:

**Parent**

Software Plus, Inc.  
 Name of Organization  
 The organization is a for profit corporation It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*  
New Jersey The file number, if any, is 800484669  
 State Country *Texas Secretary of State file number*  
 If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:  
25B Hanover Road Florham Park NJ  
 Street Address City State Country

**Subsidiary 1**

Bonnecaze, McLeroy and Harrison, Inc.  
 Name of Organization  
 The organization is a for profit corporation It is organized under the laws of:  
*Specify organizational form (e.g., for-profit corporation)*  
Texas The file number, if any, is 55531600  
 State Country *Texas Secretary of State file number*  
 If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:  
 Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding	Class	Series	Number owned by parent	Percentage Owned
3,000	Common		3,000	100%

The organization will survive the merger.  The organization will not survive the merger.

**Subsidiary 2**

Name of Organization  
 The organization is a \_\_\_\_\_ It is organized under the laws of:  
*Specify organizational form (e.g., for-profit corporation)*

P.A.C.

The file number, if any, is: \_\_\_\_\_  
*State Country Texas Secretary of State file number*

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

\_\_\_\_\_  
*Street Address City State Country*

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

<i>Number of ownership interests outstanding</i>	<i>Class</i>	<i>Series</i>	<i>Number owned by parent</i>	<i>Percentage Owned</i>
<input type="checkbox"/>	The organization will survive the merger.		<input type="checkbox"/>	The organization will not survive the merger.

**Subsidiary 3**

Name of Organization \_\_\_\_\_  
The organization is a: \_\_\_\_\_ It is organized under the laws of: \_\_\_\_\_  
*Specify organizational form (e.g., for-profit corporation)*

\_\_\_\_\_  
*State Country Texas Secretary of State file number*  
The file number, if any, is: \_\_\_\_\_

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

\_\_\_\_\_  
*Street Address City State Country*

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

<i>Number of ownership interests outstanding</i>	<i>Class</i>	<i>Series</i>	<i>Number owned by parent</i>	<i>Percentage Owned</i>
<input type="checkbox"/>	The organization will survive the merger.		<input type="checkbox"/>	The organization will not survive the merger.

**Resolution of Merger**

A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on 01/09/2009  
*mm/dd/yyyy*

**Organizations Created by Merger**

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

<b>NEW ORGANIZATION 1</b>		
<i>Name</i>	<i>Jurisdiction</i>	<i>Entity Type (See instructions)</i>
<i>Principal Place of Business Address</i>	<i>City</i>	<i>State Zip Code</i>

P.a.c.

NEW ORGANIZATION 2		
Name	Jurisdiction	Entity Type (See instructions)
Principal Place of Business Address	City	State Zip Code

NEW ORGANIZATION 3		
Name	Jurisdiction	Entity Type (See instructions)
Principal Place of Business Address	City	State Zip

**Effectiveness of Filing**

- A.  This document becomes effective when the document is accepted and filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_
- The following event or fact will cause the document to take effect in the manner described below:

**Tax Certificate**

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: January 9, 2009

SOFTWARE PLUS, INC.

Parent Organization Name

BY:

Signature and title of authorized person

Frank P. Diassi, Chairman

**UNANIMOUS WRITTEN CONSENT OF DIRECTORS  
IN LIEU OF SPECIAL MEETING OF DIRECTORS  
OF SOFTWARE PLUS, INC.**

The undersigned, the Directors of Software Plus, Inc., a New Jersey corporation (the "Corporation"), hereby consent to taking the following actions and hereby adopt, by written consent, the following resolutions pursuant to Section 14A:6-7.1(5) of the New Jersey Business Corporation Act.:

**RESOLVED**, that Software Plus, Inc., a business corporation of the State of New Jersey and the owner of all of the outstanding shares of Bonnezeze, McLeroy and Harrison, Inc., which is a business corporation of the State of Texas, hereby authorizes the merger of Bonnezeze, McLeroy and Harrison, Inc. into Software Plus, Inc. pursuant to the provisions of the New Jersey Business Corporation Act and the Texas Business Organizations Code; and it is further

**RESOLVED**, that the following be, and hereby is, adopted as the Plan of Merger to merge Bonnezeze, McLeroy and Harrison, Inc. with and into Software Plus, Inc.:


- (a) Bonnezeze, McLeroy and Harrison, Inc. shall be merged into Software Plus, Inc. pursuant to the provisions of the New Jersey Business Corporation Act and the Texas Business Organizations Code.
- (b) The separate existence of Bonnezeze, McLeroy and Harrison, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the Texas Business Organizations Code and Software Plus, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of New Jersey Business Corporation Act.
- (c) The issued shares of Bonnezeze, McLeroy and Harrison, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
- (d) The issued shares of Software Plus, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Software Plus, Inc.
- (e) The proper officers of Software Plus, Inc. and the proper officers of Bonnezeze, McLeroy and Harrison, Inc. are hereby


authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for; including, but not limited to, the filing of a Certificate of Merger with the Secretary of State of Texas and a Certificate of Merger with the State Treasurer of New Jersey.

- (f) The effective date of the merger shall be upon filing in the respective offices of the aforesaid Certificates of Merger.

This Consent may be executed in any number of counterparts and all of such counterparts for shall for all purposes constitute one Consent, notwithstanding that all Directors are not signatories to the same counterpart.

Dated as of the 9th day of January, 2009.

  
\_\_\_\_\_  
Frank P. Diassi

  
\_\_\_\_\_  
Timothy M. Diassi