

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/06/2013		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	On Point Audio, Inc.		03/01/2013
			Entity Type
			CORPORATION: TENNESSEE
RECEIVING PARTY DATA			
Name:	One Systems, Inc.		
Street Address:	6204 Gardendale Dr		
City:	Nashville		
State/Country:	TENNESSEE		
Postal Code:	37215-5604		
Entity Type:	CORPORATION: TENNESSEE		
PROPERTY NUMBERS Total: 3			
	Property Type	Number	Word Mark
	Serial Number:	77936467	ACOUSTIC EXCELLENCE
	Serial Number:	77917724	THE CONVERGENCE OF TECHNOLOGY AND PERFOR
	Serial Number:	77772881	ONPOINTAUDIO
CORRESPONDENCE DATA			
Fax Number:	6156876993		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	615--238-6304		
Email:	trademarks@bonelaw.com		
Correspondent Name:	Paul W. Kruse		
Address Line 1:	511 Union Street		
Address Line 2:	Suite 1600		
Address Line 4:	Nashville, TENNESSEE 37219		
ATTORNEY DOCKET NUMBER:	004883-60800		

OP \$90.00 77936467

NAME OF SUBMITTER:	Paul W. Kruse
Signature:	/Paul W. Kruse/
Date:	04/24/2013
<b>Total Attachments: 7</b> source=Proof of Merger and Name Change (00908177)#page1.tif source=Proof of Merger and Name Change (00908177)#page2.tif source=Proof of Merger and Name Change (00908177)#page3.tif source=Proof of Merger and Name Change (00908177)#page4.tif source=Proof of Merger and Name Change (00908177)#page5.tif source=Proof of Merger and Name Change (00908177)#page6.tif source=Proof of Merger and Name Change (00908177)#page7.tif	



BILL GARRETT, Davidson County

Trans: T20130018403 CHARTER

Recvd: 03/06/13 12:09 7 pgs

Fees: 8.00 Taxes: 0.00



20130306-0022344

STATE OF TENNESSEE  
Tre Hargett, Secretary of State  
Division of Business Services

William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

ONE SYSTEMS, INC.  
6204 GARDENDALE DR  
NASHVILLE, TN 37215-5604

March 6, 2013

Control # 565782

Effective Date: 03/06/2013

Document Receipt

Receipt #: 938902

Filing Fee: \$100.00

Payment-Check/MO - BONE McALLESTER NORTON PLLC, Nashville, TN

\$100.00

ACKNOWLEDGMENT OF MERGER

ON POINT AUDIO, INC. (TENNESSEE) (Qualified Non-survivor)

merged into ONE SYSTEMS, INC. (TENNESSEE) (Qualified Survivor)

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett  
Secretary of State

Processed By: Carol Dickerson

ARTICLES OF MERGER

FILED

OF

ON POINT AUDIO, INC., a Tennessee corporation

WITH AND INTO

ONE SYSTEMS, INC., a Tennessee corporation

Pursuant to the provisions of Sections 48-21-102 and 48-21-107 of the Tennessee Business Corporation Act, the undersigned entities hereby submit the following Articles of Merger for the purpose of merging ON POINT AUDIO, INC., a Tennessee corporation (the "Non-Surviving Entity") with and into ONE SYSTEMS, INC., a Tennessee corporation, (the "Surviving Entity").

1. The Non-Surviving Entity was formed on November 6, 2008, as a Tennessee corporation by filing the Charter with the Tennessee Secretary of State.

2. The Surviving Entity was formed effective December 19, 2007, as a Tennessee corporation by filing the Charter with the Tennessee Secretary of State.

3. The Plan and Agreement of Merger, effective as of March 6, 2013, which is attached hereto as Exhibit A (the "Plan") and the consummation of the transactions set forth therein was duly authorized and approved by sole shareholder and the sole director of the Non-Surviving Entity, in accordance with the Tennessee Business Corporation Act on March 1, 2013.

4. The Plan and the consummation of the transactions set forth therein was duly adopted and approved by the sole director and sole shareholder of the Surviving Entity in accordance with the Tennessee Business Corporation Act on March 1, 2013.

5. Without limiting the foregoing, the Plan was duly adopted and approved by the sole shareholder of the Non-Surviving Entity which constituted the affirmative vote of all of the votes entitled to be cast.

6. Without limiting the foregoing, the Plan was duly adopted and approved by the sole shareholder of the Surviving Entity, which constituted the affirmative vote of all of the votes entitled to be cast.

7. The complete street address and mailing address of the Surviving Entity's principal executive office is 6204 Gardendale Drive, Nashville, Davidson County, Tennessee 37215.

8. The Plan is on file at the Surviving Entity's principal executive office at 6204 Gardendale Drive, Nashville, Davidson County, Tennessee 37215.

9. A copy of the Plan will be furnished, on request and without cost, by the Surviving Entity to any member, shareholder, or other constituent of either the Surviving Entity or the Non-Surviving Entity.

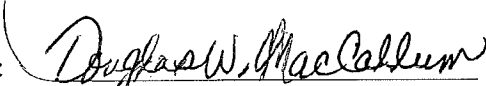
10. Pursuant to the Plan, the merger of the Non-Surviving Entity with and into the Surviving Entity shall be effective as of midnight, on March 6, 2013.

7158.1533. 03/06/2013. 10:11:27. Received by Tennessee Secretary of State The Hargett

In witness whereof, the undersigned have caused these Articles of Merger to be executed, as of March 1, 2013.

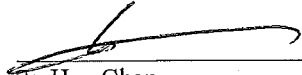
ON POINT AUDIO, INC.,  
a Tennessee corporation

By:

  
Name: Douglas W. MacCallum  
Title: Director and President

ONE SYSTEMS, INC.,  
a Tennessee corporation

By:

  
Name: SiuHao Chen  
Title: Director and President

7158.1534. 03/06/2013. 10:11:28. Received by Tennessee Secretary of State Tim Harsett

7158.1535, 03/08/2013, 10:11:28, Received by Tennessee Secretary of State The Harbert

Exhibit A

**PLAN AND AGREEMENT OF MERGER OF  
ON POINT AUDIO, INC., a Tennessee corporation  
INTO  
ONE SYSTEMS, INC., a Tennessee corporation**

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement") is between ON POINT AUDIO, INC., a Tennessee corporation, (the "Non-Surviving Entity") and ONE SYSTEMS, INC., a Tennessee corporation, (the "Surviving Entity").

WITNESSETH:

WHEREAS, the Surviving Entity is a corporation duly organized and existing under the laws of the State of Tennessee and whose effective date of formation is December 19, 2007; and

WHEREAS, the Non-Surviving Entity is a corporation duly organized and existing under the laws of the State of Tennessee, having been organized on November 6, 2008, by Charter filed with the Tennessee Secretary of State. The registered office of the Non-Surviving Entity in the State of Tennessee is located at 6204 Gardendale Drive, Nashville, Tennessee 37215 and the name of its Registered Agent at such office is Douglas W. MacCallum; and

WHEREAS, the sole shareholder of the Surviving Entity deems it advisable and generally to the advantage and welfare of himself and the Surviving Entity that the Non-Surviving Entity, merge with and into it, under and pursuant to the provisions of the Tennessee Business Corporation Act; and

WHEREAS, the sole shareholder of the Non-Surviving Entity deems it advisable and generally to the advantage and welfare of himself and the Non-Surviving Entity that that it merge with and into the Surviving Entity, under and pursuant to the provisions of the Tennessee Business Corporation Act.

NOW, THEREFORE, it is agreed as follows:

**SECTION I  
TERMS**

1.1 On the merger's Effective Date (as hereinafter defined) the Non-Surviving Entity shall be merged with and into the Surviving Entity(the "Merger").

1.2 The Surviving Entity shall acquire all assets and assume all liabilities of the Non-Surviving Entity on the merger's Effective Date by operation of law without any further act or deed.

1.3 Upon the Effective Date and without any action on the part of the Surviving Entity all shares of the issued and outstanding capital stock of the Surviving Entity shall by virtue of the Merger, remain unchanged, validly issued and outstanding as to the same record holder thereof as was the record holder immediately prior to the Effective Date of the Merger. Upon the Effective Date and without any action on the part of the Surviving Entity or the Non-Surviving Entity, each share of the issued and outstanding common stock of the Non-Surviving Entity shall automatically be cancelled.

7158.1536, 02/06/2013, 10:11:29, Received by Tennessee Secretary of State Tre Hargett

1.4 The Charter of the Surviving Entity in effect on the Effective Date shall be the Charter of the Surviving Entity, which shall remain unchanged unless amended in accordance with the provisions thereof and of applicable law.

SECTION II  
EFFECTIVE DATE

2.1 This Agreement shall be submitted to the sole director and sole shareholder of the Non-Surviving Entity provided by the applicable law of the State of Tennessee.

2.2 This Agreement shall be submitted to the sole shareholder of the Surviving Entity, as provided by the applicable law of the State of Tennessee.

2.3 If this Agreement is duly adopted by the requisite vote of the sole director and sole shareholder of the Non-Surviving Entity and the sole director and sole shareholder of the Surviving Entity and is not terminated as contemplated by Section IV, Articles of Merger, executed in accordance with the laws of the State of Tennessee, shall be filed with the Tennessee Secretary of State.

2.4 This Merger shall become effective as of midnight on March 6, 2013 (the "Effective Date"), as indicated by the Articles of Merger. The parties anticipate that the Articles of Merger will be filed with the Tennessee Secretary of State on or before the Effective Date.

SECTION III  
COVENANTS AND AGREEMENTS

3.1 The Non-Surviving Entity covenants and agrees that it will present this Agreement for adoption or rejection by the vote of the sole shareholder of the Non-Surviving Entity via action on written consent, will furnish to such shareholder the documents and information in connection therewith as is required by law, and will recommend approval of this Agreement by such shareholder.

3.2 The Surviving Entity covenants and agrees that it will present this Agreement for adoption or rejection by the vote of the sole shareholder of the Surviving Entity via action on written consent, will furnish to the sole shareholder the documents and information in connection therewith as is required by law, and will recommend approval of this Agreement by the sole shareholder.

SECTION IV  
AMENDMENT AND TERMINATION

4.1 At any time prior to the filing of the Articles of Merger with the Tennessee Secretary of State, this Agreement may be amended by the sole shareholder of the Surviving Entity and/or the director and/or sole shareholder of the Non-Surviving Entity to the extent permitted by Tennessee law, notwithstanding favorable action on the merger by the Constituent Entities.

4.2 At any time prior to the filing of the Articles of Merger with the Tennessee Secretary of State, this Agreement may be terminated and abandoned by the sole shareholder of the Surviving Entity

or the director and/or sole shareholder of the Non-Surviving Entity, notwithstanding favorable action on the merger by the Constituent Entities.

SECTION IV  
FURTHER ACTION

If at any time after the Effective date , any further action is determined by Surviving Entity to be necessary or desirable to carry out the purposes of this Plan of Merger or to vest in the Surviving Entity will full right, title and possession of and to all rights and property of the Non-Surviving Entity, the officers and directors of the Surviving Entity shall be fully authorized ( in the name of the Surviving Entity or the Non-Surviving Entity or otherwise) to take such action.

*[Signature page follows]*

7158.1537, 03/05/2013, 10:11:38, Received by Tennessee Secretary of State The Harlow



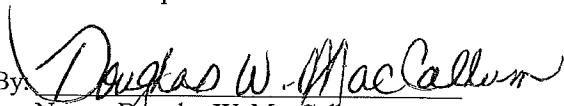
7158.1538: 03/06/2013, 10:11:31, RECEIVED BY TENNESSEE SECRETARY OF STATE THE HATSERV

[Signature Page of Plan and Agreement of Merger]

IN WITNESS WHEREOF, ON POINT AUDIO, INC., a Tennessee corporation, and ONE SYSTEMS, INC., a Tennessee corporation, have executed this Agreement as of the date first above written.

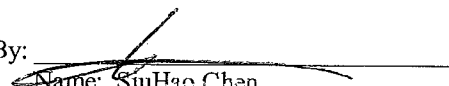
**NON-SURVIVING ENTITY:**

ON POINT AUDIO, INC.,  
a Tennessee corporation

By:   
Name: Douglas W. MacCallum  
Title: Director and President

**SURVIVING ENTITY:**

ONE SYSTEMS, INC.,  
a Tennessee corporation

By:   
Name: SiuHao Chen  
Title: Director and President

{00690634.2}