

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Adperio, Inc.	FORMERLY Memolink Inc.	12/29/2010	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Adperio of Colorado, Inc.
Street Address:	2000 S. Colorado Blvd.
Internal Address:	Tower 1, Suite 7000
City:	Denver
State/Country:	COLORADO
Postal Code:	80222
Entity Type:	CORPORATION: COLORADO

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	78941466	MEMOLINK

CORRESPONDENCE DATA

Fax Number: 3036471324
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 3038323933
 Email: bill@wawdenverlaw.com
 Correspondent Name: William A. Wiese
 Address Line 1: 240 Saint Paul St.
 Address Line 2: Suite 150
 Address Line 4: Denver, COLORADO 80206

NAME OF SUBMITTER:	William A. Wiese
Signature:	/William A. Wiese/

OP \$40.00 78941466

Date:

04/29/2013

Total Attachments: 8

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To file electronically, access instructions for this form/cover sheet and other information or print copies of filed documents, visit www.sos.state.co.us and select Business Center.

20101701831

\$150.00

SECRETARY OF STATE

12/29/2010 14:56:58

Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Merger

(Surviving Entity is a Domestic Entity)

filed pursuant to § 7-90-203.7 of the Colorado Revised Statutes (C.R.S.)

1. For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number	_____
	<i>(Colorado Secretary of State ID number)</i>
Entity name or true name	<u>Adperio, Inc.</u>
Form of entity	<u>Corporation</u>
Jurisdiction	<u>New York</u>
<u>Street</u> address	<u>2000 S. Colorado Blvd., Tower 1, Suite 7000</u>
	<i>(Street number and name)</i>
	<u>Denver</u> <u>CO</u> <u>80222</u>
	<i>(City) (State) (ZIP/Postal Code)</i>
	<u>USA</u>
	<i>(Province - if applicable) (Country)</i>
<u>Mailing</u> address	_____
<i>(leave blank if same as street address)</i>	<i>(Street number and name or Post Office Box information)</i>

	<i>(City) (State) (ZIP/Postal Code)</i>
	<i>(Province - if applicable) (Country)</i>

ID Number	_____
	<i>(Colorado Secretary of State ID number)</i>
Entity name or true name	_____
Form of entity	_____

Jurisdiction _____

Street address _____
(Street number and name)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

Mailing address
(leave blank if same as street address) _____
(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

ID Number _____
(Colorado Secretary of State ID number)

Entity name or true name _____

Form of entity _____

Jurisdiction _____

Street address _____
(Street number and name)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

Mailing address
(leave blank if same as street address) _____
(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)
There are more than three merging entities and the ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and the principal address of each additional merging entity is stated in an attachment.

2. For the surviving entity, its entity ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number 20101634385
(Colorado Secretary of State ID number)

Entity name or true name Adperio of Colorado, Inc.

Form of entity Corporation

Jurisdiction Colorado

Street address 2000 S. Colorado Blvd., Tower 1, Suite 7000
(Street number and name)

Denver CO 80222
(City) (State) (ZIP/Postal Code)

USA
(Province – if applicable) (Country)

Mailing address
(leave blank if same as street address) (Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)
(Province – if applicable) (Country)

3. Each merging entity has been merged into the surviving entity.

4. *(If the following statement applies, adopt the statement by marking the box.)*

The plan of merger provides for amendments to a constituent filed document of the surviving entity and an appropriate statement of change or other document effecting the amendments will be delivered to the Secretary of State for filing pursuant to Part 3 of Article 90 of Title 7, C.R.S.

5. *(If the following statement applies, adopt the statement by marking the box and state the appropriate document number(s).)*

One or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state and the document number of each filed document is

Document number _____
 Document number _____
 Document number _____

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

There are more than three trademarks and the document number of each additional trademark is stated in an attachment.

6. *(If applicable, adopt the following statement by marking the box and include an attachment.)*

This document contains additional information as provided by law.

7. **(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)**

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are _____
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing this document to be delivered for filing are

Wiese	William	A	
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
240 Saint Paul Street, Suite 150			
<i>(Street number and name or Post Office Box information)</i>			
<hr/>			
Denver	CO	80206	
<i>(City)</i>	<i>(State)</i>	<i>(ZIP/Postal Code)</i>	
	USA		
<i>(Province – if applicable)</i>	<i>(Country)</i>		

(If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

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 29, 2010.

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

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07

TRADEMARK

REEL: 005015 FRAME: 0862

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**Certificate of Merger
of
ADPERIO, INC., A NEW YORK CORPORATION
into
ADPERIO OF COLORADO, INC., A COLORADO CORPORATION
under Section 907 of the Business Corporation Law**

Pursuant to the requirements of Section 907 of the Business Corporation Law of the State of New York (the "Act"), the undersigned does hereby certify and set forth:

A. (i) The names of the constituent corporations are: ADPERIO, INC., a New York corporation, and ADPERIO OF COLORADO, INC., a Colorado corporation. ADPERIO, INC., a New York corporation, was originally formed under the name: "MEMOLINK INC."

The name of the surviving corporation is ADPERIO OF COLORADO, INC., a Colorado corporation (referred to hereinafter as the "Surviving Corporation").

ADPERIO, INC., a New York corporation (hereinafter referred to as the "Merged Corporation"), has 1,231,018 shares of a single class of common stock, no par value, issued and outstanding. All such shares of common stock outstanding vote as a single class. Under the terms of the merger, shareholders of the Merged Corporation are entitled to receive the pro rata issuance of shares of the Surviving Corporation on surrender of the stock certificates of the Merged Corporation.

The Surviving Corporation has 1 share of a single class of common stock, no par value, issued and outstanding (which is owned by the Merged Corporation). Such share of common stock outstanding votes as a single class and will be cancelled upon the merger becoming effective. The Surviving Corporation does not own any shares of the Merged Corporation.

(ii) The effective date of the merger is the date this Certificate is filed with the New York Department of State.

(iii) The merger was authorized by the shareholders of the Merged Corporation in accordance with Section 903 of the Business Corporation Law of the State of New York. This merger is permitted by laws of Colorado, the jurisdiction of incorporation for the Surviving Corporation, and is in compliance therewith.

B. The Surviving Corporation is a Colorado corporation which was formed on November 19, 2010. An application for authority to do business in New York has not been filed by the Surviving Corporation and the Surviving Corporation will not do business in New York until an application to do business in New York is filed with the Department of State.

C. The date the Certificate of Incorporation for the Merged Corporation was filed by the Department of State was June 24, 1994 (under the name "MEMOLINK INC."). There are no other constituent corporations other than the Surviving Corporation.

D. The Surviving Corporation hereby agrees that it may be served with process in New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation, previously amenable to suit in this state, which is a constituent corporation in such merger or consolidation, and for the enforcement, as provided in this chapter, of the right, if any, of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving or consolidated corporation.

E. The Surviving Corporation hereby agrees that, subject to the provisions of section 623 (Procedure to

enforce shareholder's right to receive payment for shares), it will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of this chapter relating to the right of shareholders to receive payment for their shares.

- F. The Surviving Corporation hereby designates the New York Secretary of State as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 (Service of process), in any action or special proceeding, and the following is the post office address of the Surviving Corporation to which the secretary of state shall mail a copy of any process against it served upon him:

ADPERIO OF COLORADO, INC.
 2000 S. Colorado Blvd.
 Tower 1, Suite 7000
 Denver, Colorado 80222

Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

- G. Each constituent corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the department of taxation and finance which are then due and payable by each constituent domestic corporation have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger (which return, if estimated, shall be subject to amendment) has been filed by each constituent domestic corporation. The Surviving Corporation hereby agrees that within thirty days after the filing of the certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the department of taxation and finance all fees and taxes (including penalties and interest), if any, due to the department of taxation and finance by each constituent domestic corporation.

IN WITNESS WHEREOF, this Certificate of Merger has been subscribed to this 27th day of December, 2010, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

ADPERIO, INC., a New York corporation

By: David Asseoff
 David Asseoff, President

ADPERIO OF COLORADO, INC., a Colorado corporation

By: David Asseoff
 David Asseoff, President

10 12290 00 874

Certificate of Merger

of

Adperio, Inc., a New York Corporation

(Name of Entity)

into

Adperio of Colorado, Inc., a Colorado corporation

(Name of Surviving Entity)

Pursuant to Section 907 of the Business Corporation Law

Filed by: William A. Wiese
(Name)

240 Saint Paul Street, Suite 150
(Mailing Address)

Denver, CO 80206
(City, State and Zip Code)

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

DEC 29 2010

TAX \$ _____

BY: [Signature]

RECEIVED
2010 DEC 29 PM 12:00

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2010 DEC 29 PM 2:15

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