

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Video Plus, L.P.		12/11/2012	LIMITED PARTNERSHIP: TEXAS

RECEIVING PARTY DATA

Name:	VPI Holding Co.
Street Address:	200 Swisher Road
City:	Lake Dallas
State/Country:	TEXAS
Postal Code:	75065
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	1731494	VIDEO PLUS
Registration Number:	4268676	VIDEOPLUS
Serial Number:	85486143	VIDEOPLUS
Registration Number:	3329520	TOOLS CULTURE
Registration Number:	3352405	TOOL CULTURE
Registration Number:	3734584	TOOLS WORK
Registration Number:	3445887	PREMIER BUSINESS
Registration Number:	3468774	BREAKTHROUGHS IN HEALTH
Registration Number:	3545488	DIRECT SELLING NEWS
Registration Number:	3550957	DSN
Serial Number:	78332790	SUCCESS ONLINE
Registration Number:	2975833	WORKING AT HOME

OP \$365.00 1731494

Registration Number:	4158007	THE RIGHT EDGE
Registration Number:	2871936	2GO

CORRESPONDENCE DATA

Fax Number: 2142105941
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 214-210-5940
Email: docket@grspc.com
Correspondent Name: Schultz & Associates, P.C.
Address Line 1: 5400 LBJ Freeway
Address Line 2: Suite 1200
Address Line 4: Dallas, TEXAS 75240

ATTORNEY DOCKET NUMBER:	87563.0101
NAME OF SUBMITTER:	George R. Schultz
Signature:	/george r. schultz/
Date:	06/19/2013

Total Attachments: 4
source=Merger - Video Plus#page1.tif
source=Merger - Video Plus#page2.tif
source=Merger - Video Plus#page3.tif
source=Merger - Video Plus#page4.tif

Form 622
(Revised 05/11)
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



**Certificate of Merger
Combination Merger
Business Organizations Code**

This space reserved for office use.

FILED
**In the Office of the
Secretary of State of Texas**
DEC 17 2012
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, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

Party 1

Video Plus, L.P.

Name of Organization

The organization is a limited partnership It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

TX USA The file number, if any, is 800435115
State Country Texas Secretary of State file number

Its principal place of business is 200 Swisher Road Lake Dallas TX
Address City State

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

The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 2

VPI Holding Co.

Name of Organization

The organization is a corporation It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

Delaware USA The file number, if any, is _____
State Country Texas Secretary of State file number

Its principal place of business is 200 Swisher Road Lake Dallas TX
Address City State

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

The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 3

Name of Organization

The organization is a _____ It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

The file number, if any, is _____
State Country Texas Secretary of State file number

Its principal place of business is _____
Address City State

- The organization will survive the merger. The organization will not survive the merger.
- The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Plan of Merger

- The plan of merger is attached.

If the plan of merger is not attached, the following statements must be completed.

Alternative Statements

In lieu of providing the plan of merger, each domestic filing entity certifies that:

1. A signed plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.
2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

Complete item 3B if the merger effected changes to the certificate of formation of a surviving filing entity.

3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.

3B. The plan of merger effected changes or amendments to the certificate of formation of:

Name of filing entity effecting amendments

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

Amendment Text Area

4. 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 plan 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.

Name of New Organization 1 _____ Jurisdiction _____ Entity Type (See instructions)

Principal Place of Business Address _____ City _____ State _____ Zip Code _____

Name of New Organization 2 _____ Jurisdiction _____ Entity Type (See instructions)

Principal Place of Business Address _____ City _____ State _____ Zip Code _____

Name of New Organization 3 _____ Jurisdiction _____ Entity Type (See instructions)

Principal Place of Business Address _____ City _____ State _____ Zip _____

Approval of the Plan of Merger

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

The approval of the owners or members of _____
was not required by the provisions of the BOC. *Name of domestic entity*

Effectiveness of Filing (Select either A, B, or C.)

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: December 31, 2012

C. This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th 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. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: December 11, 2012

Video Plus, L.P.
Merging Entity Name

[Signature]
Signature of authorized person (see instructions)
JOE O'CONNOR, CFO
Printed or typed name of authorized person

VPI Holding Co.
Merging Entity Name

[Signature]
Signature of authorized person (see instructions)
JOE O'CONNOR, CFO
Printed or typed name of authorized person

Merging Entity Name

Signature of authorized person (see instructions)

Printed or typed name of authorized person