

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/25/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Salote, Inc.		09/25/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Salote, Inc.		
Street Address:	175 SW 7th Street		
City:	Miami		
State/Country:	FLORIDA		
Postal Code:	33130		
Entity Type:	CORPORATION: FLORIDA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	85761655	SA	
Serial Number:	85761705	SALOOTE	
Serial Number:	85761537	SALOOTE YOUR IDOL	
Serial Number:	85761594	SALOOTE MUSIC	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	407-244-8246		
Email:	jriola@carltonfields.com		
Correspondent Name:	Jill Sarnoff Riola		
Address Line 1:	450 S. Orange Ave.		
Address Line 2:	Carlton Fields, PA		
Address Line 4:	Orlando, FLORIDA 32801		

CH \$115.00 85761655

ATTORNEY DOCKET NUMBER:	05803-09880
NAME OF SUBMITTER:	Jill Sarnoff Riola
Signature:	/jill sarnoff riola/
Date:	11/04/2013

Total Attachments: 11

source=Saloot DE Certificate of Merger_1#page1.tif
source=Saloot DE Certificate of Merger_1#page2.tif
source=Saloot DE Certificate of Merger_1#page3.tif
source=Saloot FL Articles of Merger_1#page1.tif
source=Saloot FL Articles of Merger_1#page2.tif
source=Saloot FL Articles of Merger_1#page3.tif
source=Saloot FL Articles of Merger_1#page4.tif
source=Saloot FL Articles of Merger_1#page5.tif
source=Saloot FL Articles of Merger_1#page6.tif
source=Saloot FL Articles of Merger_1#page7.tif
source=Saloot FL Articles of Merger_1#page8.tif

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

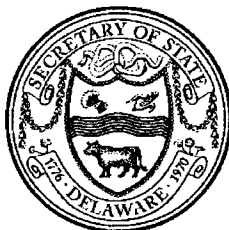
"SALOOTE INC.", A DELAWARE CORPORATION,
WITH AND INTO "SALOOTE INC." UNDER THE NAME OF "SALOOTE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2013, AT 1:20 O'CLOCK P.M.

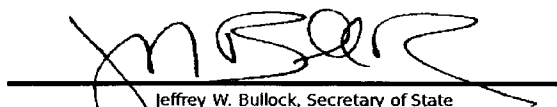
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5404679 8100M

131127114

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0768795

DATE: 09-26-13

TRADEMARK
REEL: 005144 FRAME: 0826

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:28 PM 09/25/2013
FILED 01:20 PM 09/25/2013
SRV 131127114 - 5214102 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is Saloote Inc., a Florida corporation and Saloote Inc., a Delaware corporation.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is Saloote Inc., a Florida corporation.

FOURTH: The Articles of Incorporation of the surviving corporation shall be its Articles of Incorporation.

FIFTH: The merger is to become effective upon the filing of the Articles of Merger with the Florida Secretary of State.

SIXTH: The Agreement and Plan of Merger is on file at 175 SW 7th Street, Suite 1617, Miami, Florida 33130, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any shareholder of the constituent corporations.

EIGHTH: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any shareholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 175 SW 7th Street, Suite 1617, Miami, Florida 33130.


IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by an authorized officer, the 25th day of September, 2013.

SALOOTE INC., a Delaware corporation

By: 

Walter Bernacca, President

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on September 25, 2013, for SALOOTE INC., the surviving Florida entity, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H13000213039. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this entity is P13000078712.

Authentication Code: 713A00022516-092513-P13000078712-1/1

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Twenty-fifth day of September, 2013



Ken Detzner
 Ken Detzner
 Secretary of State

**ARTICLES OF MERGER
of
SALOOTE INC.
(a Delaware corporation)**

into

**SALOOTE INC.
(a Florida corporation)**

Pursuant to Section 607.1107 of the
State of Florida Business Corporation Act

The undersigned, being the surviving corporation, hereby sets forth as follows:

FIRST: The name of each of the constituent corporations in the merger is SALOOTE INC., Inc., a Delaware corporation, document number 5214102 (“Saloot DE”), and SALOOTE INC., a Florida corporation, document number P13000078712 (“Saloot FL”). The surviving corporation in the merger shall be Saloot FL, and its name shall be Saloot Inc., a Florida corporation.

SECOND: The Agreement and Plan of Merger attached hereto as Exhibit A (the “Plan of Merger”) was approved by the unanimous written consent of the board of directors and shareholders of Saloot FL in accordance with Chapter 607 of the Florida Business Corporation Act on September 25, 2013.

THIRD: The Plan of Merger was approved by the unanimous written consent of the board of directors and shareholders of Saloot DE in accordance with the applicable laws of the State of Delaware, on September 25, 2013.

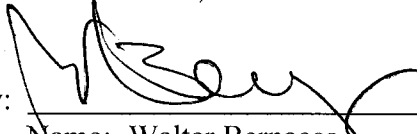
FOURTH: Saloot DE’s principal registered office under the laws of the State of Delaware is: VCorp Services, LLC, 1811 Silverside Road, Wilmington, Delaware 19810.

FIFTH: The merger is to become effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida.

(Signature on following page.)

IN WITNESS WHEREOF, these Articles of Merger are hereby executed this 25th day of September, 2013.

SALOOTE INC., a Delaware Corporation

By: 
Name: Walter Bernacca
Title: President

SALOOTE INC., a Florida Corporation

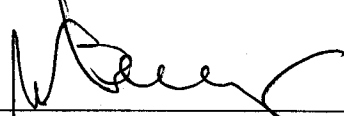
By: 
Name: Walter Bernacca
Title: President

Exhibit A

AGREEMENT AND PLAN OF MERGER

Please see attached.

AGREEMENT AND PLAN OF MERGER

SALOOTE INC., a Delaware corporation (“Saloot DE”), and **SALOOTE INC.**, a Florida corporation (“Saloot FL”), enter into this Agreement and Plan of Merger on this 25th day of September, 2013 (“Plan of Merger”).

BACKGROUND

The parties to this Plan of Merger believe it is in the best interest of both companies to change the place of incorporation of Saloot DE from the State of Delaware to the State of Florida. In order to accomplish the foregoing change, the parties have agreed to merge Saloot DE into Saloot FL, with Saloot FL being the surviving corporation (the “Merger”). The respective Boards of Directors and Shareholders of Saloot DE and Saloot FL have adopted resolutions approving this Plan of Merger, in accordance with the Delaware General Corporation Law and the Florida Business Corporation Act (“FBCA”), respectively.

TERMS

For the reasons described above and in consideration of the covenants herein contained, the parties agree to this Plan of Merger as follows:

- 1. Merger.** In accordance with the laws and applicable provisions of the laws of the State of Florida, Saloot DE shall merge into and become a part of Saloot FL (the “Surviving Corporation”). Upon the effective date of the Merger, the separate corporate existence of Saloot DE shall cease. The effective date for the transaction contemplated hereunder shall be upon the filing of the Articles of Merger with the Florida Department of State (the “Effective Date”).
- 2. Changes to Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of Saloot FL until thereafter amended in accordance with Florida law.
- 3. Changes to Bylaws.** The Bylaws of the Surviving Corporation shall be the Bylaws of Saloot FL until thereafter amended in accordance with Florida law.
- 4. Changes to Directors and Officers.** The directors and officers of the Surviving Corporation shall be the current directors and officers of Saloot FL until their successors are duly elected and qualified.

5. Representations and Warranties.

(a) Saloote DE represents and warrants as follows:

(1) Organization and Good Standing. Saloote DE is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Plan of Merger by Saloote DE has been duly and validly authorized and approved by all necessary corporate action.

(b) Saloote FL represents and warrants as follows:

(1) Organization and Good Standing. Saloote FL is a corporation duly organized, validly existing and in good standing under the laws of Florida and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Plan of Merger by Saloote FL has been duly and validly authorized and approved by all necessary corporate action.

6. Effects of Merger. The Merger shall have the effect provided therefor by Florida law. As of the Effective Date of the Merger, Saloote FL shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of Saloote DE; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due Saloote DE, shall be deemed to be transferred to and vested in Saloote FL without further act or deed, and the title to any property or any interest therein, vested in Saloote DE, shall not revert to or be in any way impaired by reason of the Merger.

Saloote FL shall be responsible and liable for all the liabilities and obligations of Saloote DE; and any claims existing by or against Saloote DE may be prosecuted to judgment as if the Merger had not occurred, or Saloote FL may be substituted in the place of Saloote DE. The rights of any creditors of Saloote DE shall not be impaired by the Merger. Saloote FL shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with any outstanding obligations of Saloote DE.

7. Share Conversion. As of the Effective Date, by virtue of the Merger and without any action on the part of the shareholders of Saloote DE or Saloote FL:

a. Each issued and outstanding share of common stock of Saloote FL immediately prior to the Effective Date shall remain outstanding and shall become an issued and outstanding share

representing such common stock of the Surviving Corporation following the Merger.

b. Each issued and outstanding share of common stock of Saloote DE immediately prior to the Effective Date shall automatically be canceled and shall cease to exist, and no cash or other consideration shall be delivered or deliverable in exchange therefor.

8. Further Assurances. If at any time Saloote FL shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Saloote FL the title to any property or rights of Saloote DE or to otherwise carry out the provisions hereof, the proper officers and directors of Saloote DE, as of the Effective Date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Saloote FL and to otherwise carry out the provisions hereof.

9. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Florida Department of State, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

10. Approval by Boards of Directors and Members. This Plan of Merger has been unanimously approved by, and the execution and delivery thereof authorized by, the board of directors and shareholders of Saloote DE and Saloote FL.

11. Costs. All costs in connection with this Plan of Merger will be paid by Saloote FL.

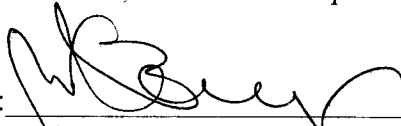
12. Payment to Dissenting Shareholders. There are no dissenting shareholders to the Merger, and, therefore, no payments to dissenting shareholders will be required under the Delaware General Corporation Law or the Florida Business Corporation Act.

13. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan of Merger and the transactions contemplated hereby.

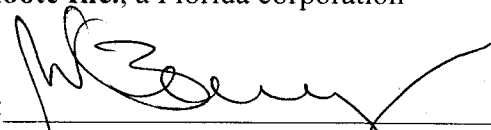
[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the date first above written.

Saloote Inc., a Delaware corporation

By: 
Walter Benacca, President

Saloote Inc., a Florida corporation

By: 
Walter Benacca, President