

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM311378

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The PowerTech Group, Inc.	FORMERLY aka The Power-Tech Group, Inc.	12/31/2013	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	Help/Systems, LLC
Street Address:	6455 City West Parkway
City:	Eden Prairie
State/Country:	MINNESOTA
Postal Code:	55344
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2421221	POWERTECH

CORRESPONDENCE DATA

Fax Number: 6124927077
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 612-492-7000
Email: ip@fredlaw.com
Correspondent Name: Patricia A. Larson, Senior Paralegal
Address Line 1: Fredrikson & Byron, P.A.
Address Line 2: 200 S. Sixth Street, Suite 4000
Address Line 4: Minneapolis, MINNESOTA 55402-1425

NAME OF SUBMITTER:	Patricia A. Larson
SIGNATURE:	/Patricia A. Larson/
DATE SIGNED:	07/21/2014

Total Attachments: 8

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UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

CERTIFICATE OF MERGER

I, Kim Wyman, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

HELP/SYSTEMS, LLC

DE Limited Liability Company

UBI: 603-358-444

Filing Date: December 26, 2013

Effective Date: December 31, 2013

Merging Entities:

602-022-656

THE POWERTECH GROUP, INC.



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 12/26/2013

TRADEMARK

REEL: 005326 FRAME: 0853

FILED

DEC 26 2013

**ARTICLES OF MERGER
OF
THE POWERTECH GROUP, INC.
WITH AND INTO
HELP/SYSTEMS, LLC**

WA SECRETARY OF STATE

Pursuant to the provisions of Titles 23 and 25 of the Revised Code of Washington (together, the "WA Act") governing the merger of a domestic corporation with and into a foreign limited liability company, the undersigned limited liability company hereby submits the following Articles of Merger for filing with the Washington Secretary of State, for the purpose of merging The PowerTech Group, Inc., a Washington corporation (the "Disappearing Corporation") and wholly-owned subsidiary of Help/Systems, LLC a Delaware limited liability company (the "Surviving Company"), with and into the Surviving Company.

1. The Agreement and Plan of Merger (the "Merger Agreement") providing for the merger of the Disappearing Corporation with and into the Surviving Company is attached hereto as Exhibit A.
2. The Merger Agreement was duly approved by the board of directors and sole shareholder of the Disappearing Corporation in accordance with the provisions of Section 23B.11.080 of the WA Act.
3. The Merger Agreement was duly approved by the sole member of the Surviving Company in accordance with the provisions of the Delaware Limited Liability Company Act (the "DE Act").
4. The laws of the State of Delaware, the jurisdiction of organization of the Surviving Company, permit the merger of a limited liability company of that jurisdiction with a corporation of another jurisdiction, and the merger of the Disappearing Corporation with and into the Surviving Company is in compliance with the laws of the State of Delaware.
5. The Surviving Company will continue in existence as the Surviving Company of the merger under its present name pursuant to provisions of the Merger Agreement and the DE Act.
6. The Certificate of Formation of the Surviving Company, as now in force and effect, shall be the Certificate of Formation of the Surviving Company following the effective time and date of these Articles of Merger.
7. Upon the effective time and date of these Articles of Merger, and pursuant to the Merger Agreement, the Surviving Company does hereby agree that it may be served with process in the State of Washington in any action, suit, or proceeding for the enforcement of (i) any obligation of the Disappearing Corporation, and (ii) the rights of a dissenting shareholder of the Disappearing Corporation and/or the rights of a dissenting member of the Surviving Company against the Surviving Company. Further, the Surviving Company does hereby irrevocably appoint the Secretary of State of the State of

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Washington as its agent to accept service of process in any such action, suit, or proceeding, which such service of process shall be forwarded to the Surviving Company via its Registered Agent, CT Corporation System, 505 Union Avenue SE, Suite 120, Olympia, WA 98501.

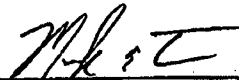
8. Upon the effective time and date of these Articles of Merger, and pursuant to the Merger Agreement, the Surviving Company does hereby agree that the Surviving Company will promptly pay (i) to the dissenting shareholders of the Disappearing Corporation the amount, if any, to which such shareholders of the Disappearing Corporation are entitled under the provisions of Chapter 23B.13 of the WA Act, and (ii) to the dissenting members of the Surviving Company the amount, if any, to which such members of the Surviving Company are entitled under the provisions of the DE Act.
9. Pursuant to Section 23B.01.230 of the WA Act, the effective time and date of these Articles of Merger will be 11:59 p.m. EST on December 31, 2013.

******Signature page follows******

DATED this 23rd day of December, 2013.

HELP/SYSTEMS, LLC

**BY: HELP/SYSTEMS HOLDINGS, INC.,
its managing member**

By: 
Name: Mark E. Ties
Its: Chief Financial Officer

24526558

[Signature Page to Washington State Articles of Merger]

EXHIBIT A

Agreement and Plan of Merger

See Attached.

**AGREEMENT AND PLAN OF MERGER
OF
THE POWERTECH GROUP INC., a Washington corporation
WITH AND INTO
HELP/SYSTEMS, LLC, a Delaware limited liability company**

This Agreement and Plan of Merger ("Plan of Merger") is entered into by The PowerTech Group, Inc., a Washington corporation, and Help/Systems, LLC, a Delaware limited liability company, effective as of the date set forth below.

**ARTICLE 1.
MERGER OF COMPANIES**

1.1) Merging Companies. The names and addresses of the constituent companies are The PowerTech Group, Inc., a Washington corporation ("PowerTech"), 6533 Flying Cloud Drive, Suite 200, Eden Prairie, Minnesota 55344, and Help/Systems, LLC, a Delaware limited liability company ("Help/Systems"), 6455 City West Parkway, Eden Prairie, MN 55344. Help/Systems owns one hundred percent (100%) of the outstanding shares of common stock issued by PowerTech. The constituent companies will be combined by the merger of PowerTech with and into Help/Systems, with Help/Systems as the surviving company (the "Merger"), pursuant to the applicable provisions of the Washington Business Corporation Act (the "WA Act") and the Delaware Limited Liability Company Act (the "DE Act," and together with the WA Act, the "Acts").

1.2) Surviving Company. The name and jurisdiction of the surviving company is Help/Systems, LLC, a Delaware limited liability company (the "Surviving Company").

**ARTICLE 2.
MEANS OF EFFECTING THE MERGER
AND CONVERTING OWNERSHIP INTEREST**

2.1) The Merger. The Merger will be effective as of 11:59 p.m. EST on December 31, 2013 (the "Effective Time"). At the Effective Time, PowerTech will be merged with and into Help/Systems in accordance with the provisions of the Acts, whereupon the separate corporate existence of PowerTech will cease, and Help/Systems will alone continue in existence as the Surviving Company. All transactions after the Effective Time will be deemed transactions of and for the account of Help/Systems as the Surviving Company.

2.2) Succession. As of the Effective Time, Help/Systems will succeed to and possess all rights, privileges, powers, franchises, assets, property, and immunities of both constituent companies. The title to any real property or any interest therein, vested by deed or otherwise, in either constituent company will not revert or be in any way impaired by reason of the Merger. Further, all rights of creditors and all liens upon any property of either of the constituent companies will be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Time, and all debts, liabilities, and duties of either of the constituent companies will become those of Help/Systems and may be enforced against it to the same extent as if such debts,

liabilities, and duties had been incurred or contracted by Help/Systems.

2.3) Instruments of Further Assurance. If at any time after the Effective Time, the Surviving Company will determine or be advised that any instrument of further assurance is needed in order to evidence the vesting in it of the title of any of the constituent companies to any of the property rights of the constituent companies, the appropriate officer or authorized agent of the constituent companies is hereby authorized to execute, to acknowledge, and to deliver all such instruments of further assurance, and to do all acts or things, in the name of the constituent companies, as may be required or desirable to carry out the provisions of this Plan of Merger.

2.4) Cancellation of Stock and Continuation of Limited Liability Company Interests.

(a) PowerTech Shares. Each share of common stock of PowerTech held by the sole shareholder of PowerTech immediately prior to the Effective Time will, by virtue of the Merger, be cancelled.

(b) Help/Systems Limited Liability Company Interests. Each limited liability company interest of Help/Systems held by any person, whether as a member of Help/Systems or otherwise, held immediately prior to the Effective Time will, by virtue of the Merger, and without any action on the part of the holder thereof, remain in existence.

ARTICLE 3. ORGANIZATION OF THE SURVIVING COMPANY

3.1) Certificate of Formation and Limited Liability Company Agreement of the Surviving Company. The Certificate of Formation of the Surviving Company, and the Limited Liability Company Agreement of the Surviving Company, will be the existing Certificate of Formation of Help/Systems and the Limited Liability Company Agreement of Help/Systems, dated October 10, 2007, as may be amended from time to time, in effect prior to the Effective Time until thereafter amended in accordance with applicable law.

3.2) Management of the Surviving Company. From and after the Effective Time, the sole member of Help/Systems of record at the Effective Time will continue as the managing member of the Surviving Company.

3.3) Authorized Agents of the Surviving Company. From and after the Effective Time, the authorized agents of Help/Systems of record as of the Effective Time will continue as the authorized agents of the Surviving Company.

*****Signature Page to Agreement and Plan of Merger Follows*****

Entered into as of the 23rd day of December, 2013.

THE POWERTECH GROUP, INC.

By: 
Name: Mark E. Ties
Its: Chief Financial Officer

HELP/SYSTEMS, LLC

**BY: HELP/SYSTEMS HOLDINGS,
INC., its managing member**

By: 
Name: Mark E. Ties
Its: Chief Financial Officer

24517061

*[Signature Page to Agreement and Plan of Merger of The PowerTech Group, Inc. with and into
Help/Systems, LLC]*