

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM314915

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	06/28/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
K-Tel International, Inc.		06/28/2010	CORPORATION: MINNESOTA

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
K-5 Leisure Products, Inc.	06/28/2010	CORPORATION: NEVADA

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	K-Tel International, Inc.
Street Address:	220 Saulteaux Crescent
City:	Winnipeg, Manitoba
State/Country:	CANADA
Postal Code:	R3J3W3
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3649658	K
Registration Number:	0991990	K

CORRESPONDENCE DATA

Fax Number: 3127758100

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: 3127758000

Email: trademarks@mcandrews-ip.com

Correspondent Name: McAndrews, Held and Malloy Ltd.

Address Line 1: 500 W. Madison Street, 34th Floor

Address Line 4: CHICAGO, ILLINOIS 60661

ATTORNEY DOCKET NUMBER: 88T785

DOMESTIC REPRESENTATIVE

Name: Patrick J. Arnold Jr.

Address Line 1: 500 W. Madison Street, Ste 3400

TRADEMARK

Address Line 4: Chicago, ILLINOIS 60661	
NAME OF SUBMITTER:	Patrick J. Arnold Jr.
SIGNATURE:	/PJA/
DATE SIGNED:	08/20/2014
Total Attachments: 9 source=NV - K-5 Leisure - Merger Evidence#page1.tif source=NV - K-5 Leisure - Merger Evidence#page2.tif source=NV - K-5 Leisure - Merger Evidence#page3.tif source=NV - K-5 Leisure - Merger Evidence#page4.tif source=NV - K-5 Leisure - Merger Evidence#page5.tif source=NV - K-5 Leisure - Merger Evidence#page6.tif source=NV - K-5 Leisure - Merger Evidence#page7.tif source=Articles of Merger#page1.tif source=Articles of Merger#page2.tif	



140101



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20100479625-16
	Filing Date and Time 06/30/2010 8:00 AM
	Entity Number C10433-1998

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Articles of Merger
(Pursuant to NRS Chapter 92A - excluding 92A.200(4b))

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

K-tel International, Inc.

Name of merging entity

Minnesota

Jurisdiction

Corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

K-5 Leisure Products, Inc.

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1
Revised 10-16-09



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 2

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.1 90):

Attn:

c/o:

3) (Choose one)

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

4) Owner's approval (NRS 92A.200) (options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from

K-tel International, Inc.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

K-5 Leisure Products, Inc.

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

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(b) The plan was approved by the required consent of the owners of *:

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 3
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TRADEMARK
REEL: 005350 FRAME: 0174



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160)

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 4
 Revised: 10-16-09



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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

Article I of the Articles of Incorporation of the surviving entity shall be amended and restated as follows:

"The name of the Corporation is K-tel International, Inc."

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional): June 30, 2010**

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5
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TRADEMARK
REEL: 005350 FRAME: 0176



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
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B) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

(if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

K-tel International, Inc.

Name of merging entity

X [Signature]
 Signature

President
 Title

6/28/2010
 Date

Name of merging entity

X _____
 Signature

Title

Date

Name of merging entity

X _____
 Signature

Title

Date

Name of merging entity

X _____
 Signature

Title

Date

K-5 Leisure Products, Inc.

Name of surviving entity

X [Signature]
 Signature

President
 Title

6/28/2010
 Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6
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**PLAN OF MERGER
OF
K-TEL INTERNATIONAL, INC.
(a Minnesota corporation)
INTO
K-5 LEISURE PRODUCTS, INC.
(a Nevada corporation)**

WHEREAS, K-5 Leisure Products, Inc., a Nevada corporation ("K-5") is the controlling shareholder of K-Tel International, Inc., a Minnesota corporation ("K-Tel"); and

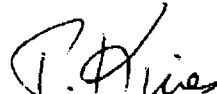
WHEREAS, the Board of Directors of K-5 deems it advisable for K-5 to enter into this Plan of Merger, pursuant to Section 92A.180 of Nevada General Corporation Law and Section 302A.621 of the Minnesota Business Corporation Act;

NOW, THEREFORE, effective as of June 30, 2010 (the "Effective Date"), K-Tel shall be merged into K-5 according to the following terms and conditions:

1. Parent and Subsidiary. K-5, as the parent, owns 12,211,586 shares of common stock of the subsidiary, K-Tel, constituting approximately 90.6% of the total issued and outstanding shares of K-Tel.
2. The Surviving Corporation. K-Tel shall be merged with and into K-5, and K-5 shall be the surviving corporation in the Merger. As part of the merger, K-5 will change its name to "K-tel International, Inc." The separate existence of K-Tel shall cease.
3. Manner and Basis of Converting Shares. Effective immediately upon the effective date of the Merger, each share of common stock of K-Tel then issued and outstanding, collectively, the "Shares" (other than (i) Shares owned by K-5, and (ii) Shares held by shareholders who are entitled to demand and who have properly demanded appraisal of such Shares under Minnesota law) shall be converted into the right to receive \$0.10 per Share in cash, without interest and subject to the applicable withholding of taxes.

IN WITNESS WHEREOF, the undersigned has executed this Plan of Merger this 28 day of June, 2010.

K-5 LEISURE PRODUCTS, INC.

By 
Philip Kives, President

**ARTICLES OF MERGER
MORGING
K-TEL INTERNATIONAL, INC.
(a Minnesota corporation)
INTO
K-5 LEISURE PRODUCTS, INC.
(a Nevada corporation)**

The undersigned, as President of K-5 Leisure Products, Inc., a Nevada corporation, hereby certifies that:

(a) attached hereto as Exhibit A is a true and correct copy of the Plan of Merger merging K-Tel International, Inc., a Minnesota corporation (the "Merged Corporation") into K-5 Leisure Products, Inc., a Nevada corporation (the "Surviving Corporation");

(b) the Surviving Corporation owns 12,211,586 shares of common stock of the Merged Corporation, representing approximately 90.6% of the total outstanding shares.

(c) said Plan of Merger has been approved by the unanimous consent of the directors of the Surviving Corporation pursuant to the provisions of Section 92A.180 of Nevada General Corporation Law, and Section 302A.621 of the Minnesota Business Corporation Act.

(d) the Surviving Corporation appoints the Minnesota Secretary of State as its agent to accept service of process in any proceeding to enforce an obligation of the Merged Corporation or in a proceeding for the enforcement of the rights of dissenting shareholders of the Merged Corporation against the Surviving Corporation. The address to which process may be forwarded is: 150 South Fifth Street, Suite 2300, Minneapolis, Minnesota 55402.

(e) The Surviving Corporation agrees to pay the dissenting shareholders of the Merged Corporation the amount, if any, to which they are entitled under Section 302A.473 of the Minnesota Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has signed this document as of the 28 day of June, 2010.

K-5 LEISURE PRODUCTS, INC.
a Nevada corporation

By 
Philip Kives, President

**PLAN OF MERGER
OF
K-TEL INTERNATIONAL, INC.
(a Minnesota corporation)
INTO
K-5 LEISURE PRODUCTS, INC.
(a Nevada corporation)**

WHEREAS, K-5 Leisure Products, Inc., a Nevada corporation ("K-5") is the controlling shareholder of K-Tel International, Inc., a Minnesota corporation ("K-Tel"); and

WHEREAS, the Board of Directors of K-5 deems it advisable for K-5 to enter into this Plan of Merger, pursuant to Section 92A.180 of Nevada General Corporation Law and Section 302A.621 of the Minnesota Business Corporation Act;

NOW, THEREFORE, effective as of June 30, 2010 (the "Effective Date"), K-Tel shall be merged into K-5 according to the following terms and conditions:

1. Parent and Subsidiary. K-5, as the parent, owns 12,211,586 shares of common stock of the subsidiary, K-Tel, constituting approximately 90.6% of the total issued and outstanding shares of K-Tel.
2. The Surviving Corporation. K-Tel shall be merged with and into K-5, and K-5 shall be the surviving corporation in the Merger. As part of the merger, K-5 will change its name to "K-tel International, Inc." The separate existence of K-Tel shall cease.
3. Manner and Basis of Converting Shares. Effective immediately upon the effective date of the Merger, each share of common stock of K-Tel then issued and outstanding, collectively, the "Shares" (other than (i) Shares owned by K-5, and (ii) Shares held by shareholders who are entitled to demand and who have properly demanded appraisal of such Shares under Minnesota law) shall be converted into the right to receive \$0.10 per Share in cash, without interest and subject to the applicable withholding of taxes.

IN WITNESS WHEREOF, the undersigned has executed this Plan of Merger this 26 day of June, 2010.

K-5 LEISURE PRODUCTS, INC.

By 
Philip Kives, President

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 30 2010 


Secretary of State