

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM329026

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/21/2012		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VendScreen, Inc.		11/21/2012	CORPORATION: OREGON
RECEIVING PARTY DATA			
Name:	VendScreen, Inc.		
Street Address:	309 SW Sixth Avenue, Suite 700		
City:	Portland		
State/Country:	OREGON		
Postal Code:	97204		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85514967	VENDSCREEN	
Serial Number:	85514958	VENDSCREEN	
CORRESPONDENCE DATA			
Fax Number:	2063599000		
<i>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.</i>			
Phone:	(206) 359-8000		
Email:	pctrademarks@perkinscoie.com		
Correspondent Name:	Grace Han Stanton of Perkins Coie LLP		
Address Line 1:	1201 Third Avenue, Suite 4900		
Address Line 4:	Seattle, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	85328-4000		
NAME OF SUBMITTER:	Grace Han Stanton		
SIGNATURE:	/Grace Han Stanton/		
DATE SIGNED:	01/14/2015		
Total Attachments: 7			
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Articles of Merger - Multi Entity Merger

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

FILED

NOV 21 2012

OREGON SECRETARY OF STATE

For office use only

SURVIVOR REGISTRY NUMBER:

757779-96

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE:

NAME:	TYPE:	REGISTRY NUMBER:
VendScreen, Inc.	Oregon Corporation	757779-96
VendScreen, Inc.	Delaware Corporation	

2) NAME AND TYPE OF THE SURVIVING ENTITY: VendScreen, Inc., a Delaware Corporation

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED. See ORS 60.481(2)

4) THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER:

A copy of the vote required by each entity is attached.

OR:

Shareholder approval was not required.

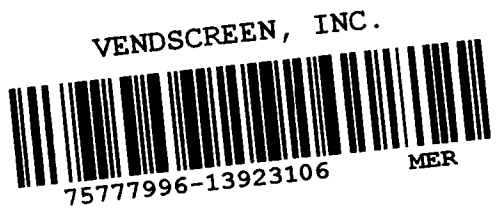
5) EXECUTION: (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: [Handwritten Signature]

Printed Name: Paresh K. Patel

Title: President



FEES	
Nonprofit Required Processing Fee	\$50
Domestic Acquiring Entity Required Processing Fee	\$100
Foreign Acquiring Entity Required Processing Fee	\$275

Processing Fees are nonrefundable. Please make check payable to 'Corporation Division.' Free copies are available at FilingInOregon.com, using the Business Name Search program.

Attachment to Articles of Merger

**VendScreen, Inc.
Registry No. 757779-96**

Class or Series of Shares	Number of Shares Outstanding	Number of Votes Entitled to be Cast	Number of Votes Cast FOR	Number of Votes Cast AGAINST
Common	7,462,687	7,462,687	7,462,687	0
Series A Preferred	1,923,160	1,923,160	1,862,582	0

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is dated November 21, 2012, by and between **VendScreen, Inc.**, an Oregon corporation ("Oregon VendScreen"), and **VendScreen, Inc.**, a Delaware corporation ("Delaware VendScreen"). Oregon VendScreen and Delaware VendScreen are sometimes collectively referred to as the "Constituent Corporations" and separately as a "Constitute Corporation" in this Agreement.

RECITALS:

A. The Boards of Directors of Oregon VendScreen and Delaware VendScreen have resolved that Oregon VendScreen be merged (the "Merger") pursuant to the Oregon Business Corporation Act (the "Act") and Delaware General Corporation Law (the "DGCL") into a single corporation existing under the laws of the State of Delaware, namely, Delaware VendScreen, which shall be the surviving corporation. Delaware VendScreen, in its capacity as the surviving corporation, shall sometimes be referred to in this Agreement as the "Surviving Corporation".

B. The parties intend that the Merger qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code, as amended from time to time (the "Code").

C. The authorized capital stock of Oregon VendScreen consists of (1) 12,200,000 shares of Common Stock, \$0.001 par value ("Oregon VendScreen Common Stock"), of which 7,462,687 shares are issued and outstanding, and (2) 3,800,000 shares of Series A Preferred Stock, \$0.001 par value ("Oregon VendScreen Series A Stock"), of which 1,923,160 shares are issued and outstanding.

D. The authorized capital stock of Delaware VendScreen consists of 10,000 shares of Common Stock, no par value, of which none are issued and outstanding.

E. Upon filing of the Amended and Restated Certificate of Incorporation of Delaware VendScreen as set forth in Section 2.2 below, Delaware VendScreen will have authorized (1) 19,633,549 shares Common Stock, \$0.001 par value ("Delaware VendScreen Common Stock"), (2) 4,260,397 shares of Series A-1 Preferred Stock, \$0.001 par value ("Delaware VendScreen Series A-1 Stock"), and (3) 5,889,777 shares of Series B Preferred Stock, \$0.001 par value ("Delaware VendScreen Series B Stock"). Also upon filing of the Amended and Restated Certificate of Incorporation of Delaware VendScreen, the Delaware Series A-1 Stock will be subject to a stock split as further set forth in the Amended and Restated Certificate of Incorporation of Delaware VendScreen.

F. The respective Boards of Directors of Oregon VendScreen and Delaware VendScreen have approved the merger upon the terms and conditions set forth in this Agreement.

AGREEMENT:

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants contained in this Agreement, the parties hereby agree in accordance with the Act and the DGCL that Oregon VendScreen shall be, at the Effective Date (as defined below), merged with and into a single corporation existing under the laws of the State of Delaware, namely, Delaware VendScreen, which shall be the Surviving Corporation, and the parties adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Approvals, Filings, and Effects of Merger.

1.1 **Oregon VendScreen Shareholder Approval.** Oregon VendScreen shall obtain approval of the adoption of this Agreement from its shareholders by written consent.

1.2 **Delaware VendScreen Stockholder Approval.** Because there are no shares of Delaware VendScreen capital stock issued and outstanding as of the date hereof, Delaware VendScreen will not obtain stockholder approval of the adoption of this Agreement.

1.3 **Filing of Articles of Merger and Effective Date.** If (a) this Agreement is adopted by the shareholders of Oregon VendScreen in accordance with the Oregon Business Corporation Act and (b) this Agreement is not thereafter, and has not heretofore been, terminated or abandoned as permitted by the provisions hereof, then the Certificate of Merger shall be filed and recorded in accordance with DGCL and Articles of Merger shall be filed in accordance with the Oregon Business Corporation Act. Such filings shall be made on the same day. The Merger shall become effective upon filing with the State of Delaware, which date and time are herein referred to as the "Effective Date."

1.4 **Certain Effects of Merger.** On the Effective Date, the separate existence of Oregon VendScreen shall cease, and Oregon VendScreen shall be merged into Delaware VendScreen which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Oregon VendScreen; and all the rights, privileges, powers, and franchises of Oregon VendScreen and all property, real, personal, and mixed, and all debts due to Oregon VendScreen on whatever account, as well for stock subscriptions and all other things in action or belonging to Oregon VendScreen, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Oregon VendScreen, and the title to any real estate vested by deed or otherwise, under the laws of Delaware or Oregon or any other jurisdiction, in Oregon VendScreen, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Oregon VendScreen shall be preserved unimpaired, and all debts, liabilities, and duties of Oregon VendScreen shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Oregon VendScreen or the corresponding officers of the Surviving Corporation, may, in the name of Oregon VendScreen, execute and deliver all such proper deeds, assignments, and other

instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Oregon VendScreen's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. **Name, Certificate, Bylaws and Stock Incentive Plan.**

2.1 **Name of Surviving Corporation.** The name of the Surviving Corporation from and after the Effective Date shall be **VendScreen, Inc.**, a corporation organized under the laws of the State of Delaware.

2.2 **Certificate Incorporation.** The Amended and Restated Certificate of Incorporation of Delaware VendScreen to be filed with the Certificate of Merger and attached as **Exhibit A** shall from and after the Effective Date be, and continue to be, the Amended and Restated Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law (the "Surviving Certificate of Incorporation").

2.3 **Bylaws.** The Bylaws of Delaware VendScreen, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until changed or amended as provided therein.

2.4 **2011 Stock Incentive Plan.** The 2011 Stock Incentive Plan (the "Plan") adopted by Oregon VendScreen, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the 2011 Stock Incentive Plan of the Surviving Corporation until changed or amended as provided therein and each outstanding option granted pursuant to the Plan shall be assumed by the Surviving Corporation as set forth in the Plan.

3. **Status and Conversion of Securities.** The manner and basis of converting the shares of the capital stock of Oregon VendScreen and the nature and amount of securities of Delaware VendScreen which the holders of shares of Oregon VendScreen capital stock are to receive in exchange for such shares are as follows:

3.1 **Oregon VendScreen Common Stock.** Each one share of Oregon VendScreen Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Delaware VendScreen Common Stock and outstanding certificates representing shares of Oregon VendScreen Common Stock shall thereafter represent shares of Delaware VendScreen Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 **Oregon VendScreen Preferred Stock.** Each one share of Oregon VendScreen Series A Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Delaware VendScreen

Series A-1 Stock and outstanding certificates representing shares of Oregon VendScreen Series A Stock shall thereafter represent shares of Delaware VendScreen Series A-1 Stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation. Upon filing of the Surviving Certificate of Incorporation as set forth in Section 2.2 above, the Delaware Series A-1 Stock will undergo a stock split as further set forth in the Surviving Certificate of Incorporation.

4. **Miscellaneous.**

4.1 This Agreement of may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement by the shareholders of Oregon VendScreen, if the Board of Directors of Oregon VendScreen or of the Surviving Corporation duly adopt a resolution abandoning this Agreement and the proposed Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

4.3 The article, section, and paragraph headings in this Agreement have been inserted for identification and reference and do not by themselves determine the meaning or interpretation of any provision of this Agreement.

[Signature Page Follows]

NON
Survivor

757779.96

IN WITNESS WHEREOF, this Agreement has been executed by Oregon VendScreen and Delaware VendScreen all on the date first above written.

ATTEST:



Paresh K. Patel, Secretary

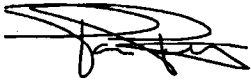
VendScreen, Inc., an Oregon corporation



By:

Paresh K. Patel, President

ATTEST:



Paresh K. Patel, Secretary

VendScreen, Inc., a Delaware corporation



By:

Paresh K. Patel, President