

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM370564

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/07/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Consolo Services Group, LLC		07/07/2015	LIMITED LIABILITY COMPANY: KENTUCKY
Consolo Services Group, Inc.		07/07/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Consolo Services Group, Inc.		
Street Address:	444 Lewis Hargett Circle		
Internal Address:	Suite 125		
City:	Lexington		
State/Country:	KENTUCKY		
Postal Code:	40503		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	86611934	CONSOLO	
Serial Number:	86611877	CONSOLO SERVICES	
Serial Number:	86610506	CONSOLO	
CORRESPONDENCE DATA			
Fax Number:	8592520889		
<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:	8592520889		
Email:	michael@iplaw1.net		
Correspondent Name:	Michael S. Hargis		
Address Line 1:	247 North Broadway		
Address Line 4:	Lexington, KENTUCKY 40507		
ATTORNEY DOCKET NUMBER:	2153-000 CRR		
NAME OF SUBMITTER:	Michael S. Hargis		
SIGNATURE:	/Michael S. Hargis/		
DATE SIGNED:	01/26/2016		

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Total Attachments: 6

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**ARTICLES OF MERGER
MERCING
CONSOLO SERVICES GROUP, LLC
WITH AND INTO
CONSOLO SERVICES GROUP, INC.**

Pursuant to Section 360, Chapter 275 of the Kentucky Revised Statutes (the “*KRS*”), the undersigned constituent business entities hereby state and certify that:

1. The name and jurisdiction of formation of each of the constituent business entities (the “*Constituent Entities*”) of the merger (the “*Merger*”) are as follows:

<u>NAME</u>	<u>JURISDICTION</u>
Consolo Services Group, LLC	Kentucky
Consolo Services Group, Inc.	Delaware

2. Consolo Services Group, Inc. is the surviving business entity in the Merger (the “*Surviving Corporation*”), which shall operate under the name “Consolo Services Group, Inc.”

3. The Certificate of Incorporation of Consolo Services Group, Inc. shall be amended and restated in the form of Exhibit A hereto which shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation until further amended in accordance with applicable law.

4. An Agreement and Plan of Merger by and between the Constituent Entities has been authorized and approved by each of the Constituent Entities in accordance with the requirements of Section 350, Chapter 275 of the KRS.

5. The Surviving Corporation agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of any Constituent Entity to the Merger that was organized under the laws of the Commonwealth of Kentucky as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger.

6. The Surviving Corporation appoints the Secretary of State of the Commonwealth of Kentucky as its agent for service of process in any proceedings described in Article 5 above. The address of the Surviving Corporation to which copies of any such service of process shall be mailed by the Secretary of State of the Commonwealth of Kentucky is as follows:

Consolo Services Group, Inc.
444 Lewis Hargett Circle
Lexington, Kentucky 40503

7. The Merger shall be effective on the later of (i) the date of filing of these Articles of Merger with the Secretary of State of the Commonwealth of Kentucky, and (i) the date of the

filing of the Certificate of Merger by the Surviving Corporation with the Secretary of State of the State of Delaware.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, each of the Constituent Entities has caused these Articles of Merger to be signed by an authorized signatory as of the ___ of July, 2015.

CONSOLO SERVICES GROUP, LLC

By: Greggory T. Kite
Name: Greggory T. Kite
Title: Manager

CONSOLO SERVICES GROUP, INC.

By: Greggory T. Kite
Name: Greggory T. Kite
Title: President

Exhibit A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
CONSOLO SERVICES GROUP, INC.**

FIRST: The name of the corporation is Consolo Services Group, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

THIRD: The purposes for which the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

FOURTH: The total number of shares of capital stock of all classes which the Corporation has authority to issue is Two Million (2,000,000) shares of Common Stock, par value \$0.001 per share.

FIFTH: At any time when Bluff Point Associates Corp., a Delaware corporation ("Bluff Point"), is entitled to appoint director(s) of the Corporation and there shall only be one (1) director appointed by Bluff Point serving as a director of the Corporation, then such director so appointed by Bluff Point shall have three (3) votes on all matters that come before the Board of Directors of the Corporation (the "Board"). At any time when Bluff Point is entitled to appoint director(s) of the Corporation and there shall only be two (2) directors appointed by Bluff Point serving as directors of the Corporation, then the director designated by Bluff Point as the "lead Bluff Point Director" shall have two (2) votes on all matters that come before the Board. Except as otherwise set forth above, each director of the Corporation shall have one (1) vote on all matters that come before the Board.

SIXTH: The Corporation hereby elects not to be governed by Section 203 of the DGCL.

SEVENTH: To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal

liability of directors, then the liability of a director of the Corporation shall be eliminated to the fullest extent permitted by the DGCL, as so amended.

EIGHTH: The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, she, his or her testator or intestate is or was a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation.