

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM383430

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/07/2016

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BAGPORT HOLDING COMPANY, LLC		04/07/2016	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	SMARTE CARTE, INC.
Street Address:	4455 White Bear Parkway
City:	St. Paul
State/Country:	MINNESOTA
Postal Code:	55110
Entity Type:	Corporation: MINNESOTA

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	86975283	BQ BAG PORT
Serial Number:	86430851	LOST MY PROPERTY
Serial Number:	86429357	MAIL AND FLY
Serial Number:	86429441	
Serial Number:	86429428	
Serial Number:	86429364	MAILMYLUGGAGE
Serial Number:	86429362	MAILMYPROPERTY
Serial Number:	86429359	SHOP AND COLLECT
Registration Number:	4661893	BQ BAG PORT

CORRESPONDENCE DATA

Fax Number: 6123408827

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: 6124926842

Email: ip.docket@dorsey.com

Correspondent Name: Jeffrey R. Cadwell, Dorsey & Whitney LLP

Address Line 1: 50 South Sixth Street

Address Line 2: Suite 1500

CH \$240.00 86975283

Address Line 4: Minneapolis, MINNESOTA 55402

NAME OF SUBMITTER: Jeffrey R. Cadwell

SIGNATURE: /Jeffrey R. Cadwell/

DATE SIGNED: 05/06/2016

Total Attachments: 10

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Delaware

The First State

Page 1

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:

"BAGPORT HOLDING COMPANY, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"BAGPORT AMERICA, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "SMARTE CARTE, INC." UNDER THE NAME OF "SMARTE CARTE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MINNESOTA, AS RECEIVED AND FILED IN THIS OFFICE ON THE SEVENTH DAY OF APRIL, A.D. 2016, AT 12:42 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6010317 8100M
SR# 20162142012

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

Authentication: 202112802
Date: 04-07-16

TRADEMARK
REEL: 005788 FRAME: 0713

STATE OF DELAWARE
CERTIFICATE OF MERGER OF A
DOMESTIC LIMITED LIABILITY COMPANY INTO
A FOREIGN CORPORATION

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Corporation is Smarte Carte, Inc., a Foreign Corporation (the "Corporation").

Second: The jurisdiction in which Corporation was formed is Minnesota.

Third: The names of the Limited Liability Companies being merged into the Corporation are bagPort Holding Company, LLC, a Delaware Limited Liability Company, and bagPort America, LLC, a Delaware Limited Liability Company (collectively, the "Companies").

Fourth: The agreement of merger or consolidation has been approved and executed by the Corporation and the Companies.

Fifth: An agreement of merger or consolidation is on file at a place of business of the Corporation and the address thereof is 4455 White Bear Parkway, White Bear Lake, MN 55110, Attention: Corporate Secretary.

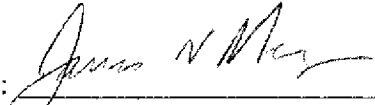
Sixth: A copy of the agreement of merger or consolidation will be furnished by the Corporation, on request and without cost, to any member of the Companies.

Seventh: The Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of the Companies, irrevocably appointing the Secretary of State of Delaware as its agent to accept service of process in any such action, suit or proceeding, and the address to which a copy of such process shall be mailed to by the Secretary of State is 4455 White Bear Parkway, White Bear Lake, MN 55110, Attention: Corporate Secretary.

[Remainder of page intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be signed by an authorized officer on April 7, 2016.

SMARTE CARTE, INC.

By: 
Name: James N. Meyer
Title: Vice President & CFO

[Signature Page to Certificate of Merger (DE)]

TRADEMARK
REEL: 005788 FRAME: 0715

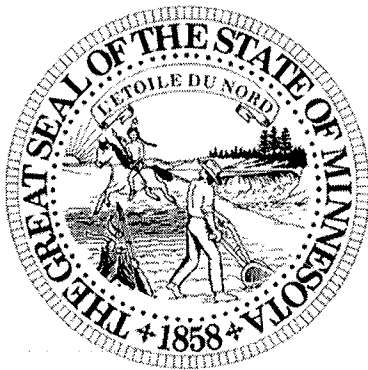
Office of the Minnesota Secretary of State
Certification of Record

I, Steve Simon, Secretary of State of Minnesota, do certify that: The filing(s) listed below were filed in the Minnesota computerized/central filing system on the date(s) listed below and that the copies associated with this certification are a true and complete copy of those filings as filed in that system.

Filing(s) filed on:

<u>Filing Date</u>	<u>Filing Type</u>	<u>Filing Number</u>
04/07/2016	Merger - Business Corporation (Domestic)	883139300036

This certificate has been issued on: 04/07/2016



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

**Office of the Minnesota Secretary of State
Certificate of Merger**

I, Steve Simon, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Names of Merging Entities:

MINNESOTA: SMARTE CARTE, INC.
DELAWARE: BAGPORT HOLDING COMPANY, LLC
DELAWARE: BAGPORT AMERICA, LLC

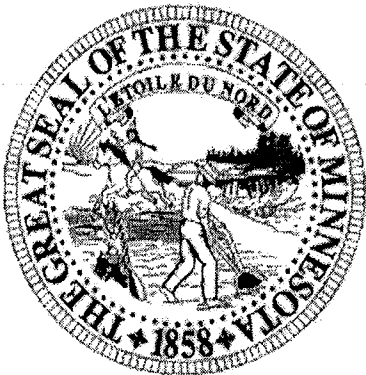
Home Jurisdiction and Name of Surviving Entity:

MINNESOTA: SMARTE CARTE, INC.

Name of Surviving Entity after Effective Date of Merger:

SMARTE CARTE, INC.

This certificate has been issued on: 04/07/2016



Steve Simon

Steve Simon
Secretary of State
State of Minnesota



ARTICLES OF MERGER
FOR THE MERGER OF
BAGPORT HOLDING COMPANY, LLC
(a Delaware limited liability company)
AND
BAGPORT AMERICA, LLC
(a Delaware limited liability company)
WITH AND INTO
SMARTE CARTE, INC.
(a Minnesota corporation)

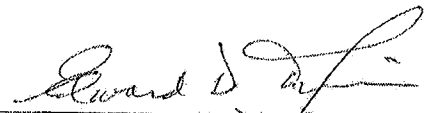
Pursuant to Section 302A.621 of the Minnesota Business Corporation Act (the “MBCA”), Smarte Carte, Inc., a Minnesota corporation (the “Corporation”), does hereby certify to the following information relating to the merger (the “Merger”) of bagPort Holding Company, LLC, a Delaware limited liability company (“bagPort Holding”) and bagPort America, LLC, a Delaware limited liability company and wholly owned subsidiary of bagPort Holding (“bagPort America” and, together with bagPort Holding, each a “Subsidiary” and collectively, the “Subsidiaries”), with and into the Corporation, with the Corporation remaining as the surviving organization:

1. Names of Constituent Corporations. The name of the parent corporation and surviving organization is Smarte Carte, Inc. The names of the subsidiaries are bagPort Holding Company, LLC and bagPort America, LLC.
2. Plan of Merger. The Plan of Merger (the “Plan”) contained in the resolutions, duly adopted by the Corporation’s Board of Directors at a meeting held on April 6, 2016, which are attached hereto as *Exhibit A*, has been approved by the Corporation pursuant to Section 302A.621 of the MBCA. The Plan is incorporated herein by reference.
3. Outstanding Equity Interests of Subsidiaries. The Corporation owns directly, or indirectly through related organizations, at least 90 percent of the outstanding ownership interests of each class and series of each Subsidiary, other than classes or series of ownership interests of the Subsidiaries that, absent the provisions of Section 302A.621 of the MBCA, would otherwise not be entitled to vote on the Merger.

[Remainder of page intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Merger to be signed by an authorized officer on April 7, 2016.

SMARTE CARTE, INC.

By: 
Name: EDWARD D. RODIS
Title: PRESIDENT & CEO

[Signature Page to Articles of Merger (MN)]

TRADEMARK

REEL: 005788 FRAME: 0719

**Resolutions adopted by the Board of Directors
of Smarte Carte, Inc.
(containing the Plan of Merger)**

WHEREAS, the Corporation owns all of the issued and outstanding equity interests in bagPort Holding Company, LLC, a Delaware limited liability company ("*bagPort Holding*");

WHEREAS, bagPort Holding owns all of the issued and outstanding equity interests in bagPort America, LLC, a Delaware limited liability company (together with bagPort Holding, each a "*Subsidiary*" and collectively the "*Subsidiaries*"); and

WHEREAS, it is deemed advisable and in the best interest of the Corporation that the Subsidiaries merge with and into the Corporation, with the Corporation as the surviving corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiaries be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law and Section 302A.621 of the Minnesota Business Corporation Act (the "*Merger*"), so that the separate existence of the Subsidiaries shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving corporation (the "*Surviving Corporation*").

FURTHER RESOLVED, that these resolutions shall constitute the "plan of merger" (as such term is used in Section 302A.621, Subd. 1, of the Minnesota Business Corporation Act) for the Merger.

FURTHER RESOLVED, that Smarte Carte, Inc. is the "parent corporation" and "surviving organization" under Section 302A.621, Subd. 1, of the Minnesota Business Corporation Act and each of bagPort Holding Company, LLC and bagPort America, LLC is a "subsidiary" under Section 302A.621, Subd. 1, of the Minnesota Business Corporation Act.

FURTHER RESOLVED, that the equity interests of each Subsidiary, issued and outstanding immediately prior to the effectiveness of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, be cancelled and retired and shall cease to exist.

FURTHER RESOLVED, that the directors of the Corporation immediately prior to the effective time of the Merger shall be the directors of the Surviving Corporation and shall serve until the earlier of their resignation or removal or their respective successors are duly elected or appointed and qualified, as the case may be, and the officers of the Corporation immediately prior to the effective time of the Merger shall be the officers of the Surviving Corporation and shall serve until the earlier of their resignation or removal or until their respective successors have been duly elected or appointed and qualified, as the case may be.

FURTHER RESOLVED, that the Articles of Incorporation of the Corporation, as in effect immediately prior to the effective time of the Merger, shall be the Articles of Incorporation of the Surviving Corporation.

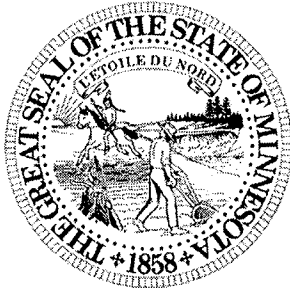
FURTHER RESOLVED, that the bylaws of the Corporation, as in effect immediately prior to the effective time of the Merger, shall be the bylaws of the Surviving Corporation until thereafter amended as provided therein and by applicable law.

FURTHER RESOLVED, that any officer of the Corporation (each such person, an "Authorized Officer") hereby is authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of Delaware and pay any fees related to such filing.

FURTHER RESOLVED, that each Authorized Officer hereby is authorized to prepare and execute Articles of Merger setting forth a copy of these resolutions, and to file the Articles of Merger with the Secretary of State of Minnesota and pay any fees related to such filing.

FURTHER RESOLVED, that each of the Authorized Officers hereby is authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

FURTHER RESOLVED, that any and all actions heretofore taken by any director, officer, employee, representative or agent of the Corporation in connection with the matters contemplated by the foregoing resolutions are hereby authorized, approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for approval prior to such actions being taken.



File Numbers

88313930003

1W-496

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

4/7/2016 11:59:00 PM

Steve Simon

Steve Simon
Secretary of State