

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM393209

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	12/31/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
American Audio Visual Center, Inc.		12/31/2015	Corporation: ARIZONA

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Audio Visual Services Group, Inc.	12/31/2015	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Audio Visual Services Group, Inc.
Doing Business As:	
Street Address:	5100 N. River Road, Suite 300
City:	Schiller Park
State/Country:	ILLINOIS
Postal Code:	60176
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3305797	EXTREME CUSTOMER SERVICE
Registration Number:	3429703	AMERICAN AUDIO VISUAL CENTER
Registration Number:	3474677	AVC AMERICAN AUDIO VISUAL CENTER EXTREME
Registration Number:	4545324	AMERICAN AUDIO VISUAL CENTER
Registration Number:	4917145	BLUE AVENUE STUDIOS

CORRESPONDENCE DATA

Fax Number: 9498256141

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.

Email: eschiffer@lexopusfirm.com

Correspondent Name: Eric Schiffer

Address Line 1: 3070 Bristol Street, Suite 530

OP \$140.00 3305797

Address Line 4: Costa Mesa, CALIFORNIA 92626

NAME OF SUBMITTER: Eric M. Schiffer

SIGNATURE: /Eric M. Schiffer/

DATE SIGNED: 07/29/2016

Total Attachments: 9

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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:

"AMERICAN AUDIO VISUAL CENTER, INC.", AN ARIZONA CORPORATION, WITH AND INTO "AUDIO VISUAL SERVICES GROUP, INC." UNDER THE NAME OF "AUDIO VISUAL SERVICES GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2015, AT 1:57 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2015 AT 8 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

2948389 8100M
SR# 20151585686

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

Authentication: 10706523
Date: 12-30-15

TRADEMARK
REEL: 005844 FRAME: 0344

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
AMERICAN AUDIO VISUAL CENTER, INC.
(an Arizona corporation)
INTO
AUDIO VISUAL SERVICES GROUP, INC.
(a Delaware corporation)**

(Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"))

Audio Visual Services Group, Inc., a Delaware corporation (the "Company"), does hereby certify:

FIRST: that the Company owns 100% of the outstanding shares of common stock, no par value (the "Common Shares"), of American Audio Visual Center, Inc., an Arizona corporation (the "Subsidiary"). The Common Shares constitute the only issued and outstanding class of stock of the Subsidiary.

SECOND: that the Company, by the following resolutions of its board of directors duly adopted by unanimous written consent, dated December 30, 2015, authorized and approved the merger of the Subsidiary with and into the Company on the terms and conditions set forth in such resolutions:

"WHEREAS, the Company owns 100% of the outstanding shares of the capital stock of the Subsidiary;

WHEREAS, it is proposed that the Company enter into that certain Agreement and Plan of Merger by and between the Company and the Subsidiary, in substantially the form attached hereto as Exhibit A (the "Plan of Merger") with the intention that the Plan of Merger constitutes a plan of liquidation; and

WHEREAS, in connection with the Plan of Merger, the Subsidiary will be merged with and into the Company, to be effective as of 8:00AM on December 31, 2015 (the "Effective Time"), with the Company being the surviving corporation (in such capacity, the "Surviving Corporation") pursuant to Section 253 of the DGCL and Section 10-1102 of the Arizona Corporate Commission (the "Merger").

NOW, THEREFORE, BE IT RESOLVED, that the Merger and the execution, delivery and performance of the Plan of Merger is approved and authorized;

RESOLVED FURTHER, the Surviving Corporation will assume all of the Subsidiary's liabilities and obligations upon consummation of the Merger at the Effective Time pursuant to the Plan of Merger;

RESOLVED FURTHER, that at the Effective Time, by virtue of the Merger and without any action on the part of the holders of any capital stock of the Company or the Subsidiary, each share of common stock, no par value per share, of the Subsidiary outstanding prior to the Merger shall be cancelled, retired and cease to exist, and no consideration shall be delivered with respect to such shares of common stock;

RESOLVED FURTHER, that the Certificate of Incorporation and Bylaws of the Company in effect at the Effective Time shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation, until thereafter amended as provided therein and under the DGCL;

RESOLVED FURTHER, that the officers and directors of the Company at the Effective Time shall be the officers and directors of the Surviving Corporation, until removed or replaced in accordance with the Bylaws and the DGCL;

RESOLVED FURTHER, that the officers of the Company (each, a "Company Officer"), any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed for, on behalf of and in the name of the Company to execute and deliver the Certificate of Ownership and Merger setting forth a copy of these resolutions in accordance with Section 253 of the DGCL and to cause the same to be filed with the Secretary of State of the State of Delaware; and

RESOLVED FURTHER, that the Company Officers, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered, and directed for, on behalf of and in the name of the Company to (a) negotiate, execute, deliver and file any agreements, certificates, other instruments or documents, (b) modify or amend any of the terms and conditions of the Plan of Merger, (c) pay any consideration, (d) pay expenses and taxes and (e) do or cause to be done any and all such other acts and things as they, or any of them, may deem necessary, appropriate or advisable to effect or implement the transactions contemplated under the Plan of Merger, any such action taken by any such Company Officer to be conclusive evidence of such determination.

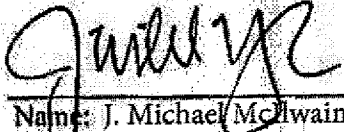
RESOLVED FURTHER, that any actions taken by any Company Officer, for or on behalf of the Company prior to the date hereof that would have been authorized by these resolutions but for the fact that such actions were taken prior to the date hereof be, and hereby are, authorized, adopted, approved, confirmed, and ratified in all respects as the actions of the Company."

THIRD: that this Certificate of Ownership and Merger shall be effective as of 8:00AM on December 31, 2015.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be executed on the date set forth below.

AUDIO VISUAL SERVICES GROUP, INC.

By: 
Name: J. Michael McIlwain
Title: President and CEO
Date: December 30, 2015

[CERTIFICATE OF OWNERSHIP AND MERGER - AVSG/AVC MERGER]

TRADEMARK
REEL: 005844 FRAME: 0347

EXHIBIT A

Agreement and Plan of Merger

(See Attached)

**AGREEMENT AND PLAN OF MERGER
OF
AMERICAN AUDIO VISUAL CENTER, INC.
AND
AUDIO VISUAL SERVICES GROUP, INC.**

This agreement and plan of merger ("Plan of Merger") is made and entered into on December 30, 2015, by and between American Audio Visual Center, Inc., an Arizona corporation (the "Subsidiary"), and Audio Visual Services Group, Inc., a Delaware corporation (the "Company").

WHEREAS, the Company owns 100% of the outstanding shares of the capital stock of the Subsidiary;

WHEREAS, the board of directors of the Subsidiary and the Company have each determined that it is advisable and in the best interests of their respective companies to merge such companies into a single corporation with the intention that this Plan of Merger constitutes a plan of liquidation and the Merger (defined below) constitutes a distribution in complete liquidation of Subsidiary.

NOW, THEREFORE, Subsidiary and Company hereby agree upon and adopt this Plan of Merger.

**I.
TERMS AND CONDITIONS**

1.1 Merger. Upon the Effective Date, as defined in Section 1.3 below, Subsidiary shall be merged with and into Company, the separate corporate existence of Subsidiary shall cease and Company shall be the surviving corporation (the "Merger"). Company, in its capacity as the surviving corporation shall sometimes be referred to herein as the "Surviving Company." The corporate existence of Company shall continue unaffected and unimpaired by the Merger and, as the Surviving Company, it shall be governed by the laws of the State of Delaware. The Merger shall be effected pursuant to Section 253 of the General Corporate Law of the State of Delaware and Section 10-1102 of the Arizona Corporate Commission.

1.2 Conversion of Securities. On the Effective Date (as defined below), (i) each outstanding share of capital stock of the Subsidiary shall be cancelled and extinguished and no consideration shall be delivered in exchange therefor or with respect thereto and (ii) the capital stock of the Company shall not be converted or exchanged in any manner.

1.3 Effective Date. After approval of the Merger by the vote of the Company in its capacity as sole stockholder of the Subsidiary and any required articles and certificates have been filed with the Secretary of State of Arizona and the Secretary of State of Delaware, the Merger shall be effective at 8:00AM on December 31, 2015 (the "Effective Date").

1.4 Effect of Merger. Upon the Effective Date, the separate corporate existence of Subsidiary shall cease, and Subsidiary shall be merged with and into Company as the

Surviving Company, and all of the property, assets, rights, privileges, powers, franchises and immunities of Company and Subsidiary shall vest in the Surviving Company, and all of the debts, liabilities, and obligations of Company and Subsidiary shall become the debts, liabilities, and obligations of the Surviving Company.

II.

ORGANIZATIONAL DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Organizational Documents. From and after the Effective Date, the certificate of incorporation and bylaws of the Company, as in effect on the Effective Date, shall continue to be the certificate of incorporation and bylaws of the Surviving Company until amended in accordance with the provisions thereof and applicable law.

2.2 Directors and Officers of Company. The officers and directors of the Company at the Effective Time shall be the officers and directors of the Surviving Company, until removed or replaced in accordance with the bylaws of the Surviving Company and applicable law.

III.

MISCELLANEOUS

3.1 Conditions to the Merger. The consummation of the Merger and the other transactions contemplated by this Plan of Merger is subject to the satisfaction of the following condition: the Merger and principal terms of this Plan of Merger shall have been approved by the Company in its capacity as sole stockholder of the Subsidiary.

3.2 Abandonment and Amendment. At any time before the Effective Date, this Plan of Merger may be terminated and abandoned by agreement of the boards of directors of the Subsidiary and the Company. At any time before the Effective Date, this Plan of Merger may be amended, modified or supplemented by the boards of directors of the Subsidiary the Company.

3.3 Further Assurances. From time to time on and after the Effective Date, each party hereto agrees that it will execute and deliver or cause to be executed and delivered all such further assignments, assurances or other instruments, and shall take or cause to be taken all such further actions, as may be necessary or desirable to complete the Merger provided for herein and the other transactions contemplated by this Plan of Merger.

3.4 Governing Law. This Plan of Merger shall be governed in all respects, including as to validity, interpretation and effect, by the Laws of the State of Delaware, without giving effect to its principles or rules of conflict of laws, to the extent such principles or rules are not mandatorily applicable by statute and would permit or require the application of the laws of another jurisdiction.

3.5 Assignment. This Plan of Merger shall be binding upon and inure to the benefit of the Company and the Subsidiary and each of their respective successors and permitted assigns.

3.6 Counterparts. This Plan of Merger may be executed in several counterparts, each of which shall be deemed an original and all of which shall together constitute one and the same instrument. Delivery of an executed counterpart of a signature page to this Plan of Merger by facsimile or scanned pages shall be effective as delivery of a manually executed counterpart to this Plan of Merger.

3.7 Headings. The article and section headings contained in this Plan of Merger are solely for the purpose of reference, are not part of the agreement of the parties and shall not affect in any way the meaning or interpretation of this Plan of Merger.

3.8 Entire Agreement. This Plan of Merger contains the entire agreement between the parties hereto with respect to the transactions contemplated herein and supersedes all prior written agreements and negotiations and oral understandings. This Plan of Merger may not be amended or supplemented except by an instrument in writing signed by each of the parties hereto.

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

IN WITNESS WHEREOF, this Plan of Merger, having first been duly approved by the boards of directors of the Subsidiary and the Company is hereby executed on behalf of each of said companies by their respective officers thereunto duly authorized.

AMERICAN AUDIO VISUAL CENTER,
INC.



By: J. Michael Mellwain

Its: President and CEO

AUDIO VISUAL SERVICES GROUP,
INC.



By: J. Michael Mellwain

Its: President and CEO

[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER]