

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM413981

| | | | |
|---|-----------------------------------|-----------------------|---------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 07/01/2016 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| AFIX Technologies, Inc. | | 07/01/2016 | Corporation: KANSAS |
| RECEIVING PARTY DATA | | | |
| Name: | The Radiant Group, Inc. | | |
| Street Address: | 1300 W 120th Avenue | | |
| City: | Westminster | | |
| State/Country: | COLORADO | | |
| Postal Code: | 80234 | | |
| Entity Type: | Corporation: COLORADO | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 74443626 | AFIX | |
| Serial Number: | 75463787 | AFIX TRACKER | |
| Serial Number: | 76324041 | SMART EXTRACT | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2134306407 | | |
| <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: | 213-430-6335 | | |
| Email: | bharlow@omm.com | | |
| Correspondent Name: | Bianca Harlow, Esq. | | |
| Address Line 1: | O'Melveny & Myers LLP | | |
| Address Line 2: | 400 South Hope Street, 18th Floor | | |
| Address Line 4: | Los Angeles, CALIFORNIA 90071 | | |
| ATTORNEY DOCKET NUMBER: | 216031-17 | | |
| NAME OF SUBMITTER: | Alexandra C. Echery | | |
| SIGNATURE: | /Alexandra C. Echery/ | | |
| DATE SIGNED: | 01/27/2017 | | |
| Total Attachments: 12 | | | |

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Jurisdiction _____

Street address _____

(Street number and name)

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable)

(Country)

Mailing address _____

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable)

(Country)

ID Number _____

(Colorado Secretary of State ID number)

Entity name or true name _____

Form of entity _____

Jurisdiction _____

Street address _____

(Street number and name)

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable)

(Country)

Mailing address _____

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable)

(Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- There are more than three merging entities and the ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and the principal address of each additional merging entity is stated in an attachment.

2. For the surviving entity, its entity ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number 20051213498
(Colorado Secretary of State ID number)

Entity name or true name The Radiant Group, Inc.

Form of entity Corporation

Jurisdiction Colorado

Street address 1975 Research Parkway, Suite 315
(Street number and name)

Colorado Springs CO 80920
(City) (State) (ZIP/Postal Code)

USA
(Province - if applicable) (Country)

Mailing address _____
(leave blank if same as street address) (Street number and name or Post Office Box information)

_____ *(City) (State) (ZIP/Postal Code)*

_____ *(Province - if applicable) (Country)*

3. Each merging entity has been merged into the surviving entity.

4. *(If the following statement applies, adopt the statement by marking the box.)*

The plan of merger provides for amendments to a constituent filed document of the surviving entity and an appropriate statement of change or other document effecting the amendments will be delivered to the Secretary of State for filing pursuant to Part 3 of Article 90 of Title 7, C.R.S.

5. *(If the following statement applies, adopt the statement by marking the box and state the appropriate document number(s).)*

One or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state and the document number of each filed document is

Document number _____
Document number _____
Document number _____

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

There are more than three trademarks and the document number of each additional trademark is stated in an attachment.

6. *(If applicable, adopt the following statement by marking the box and include an attachment.)*

This document contains additional information as provided by law.

7. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are _____
(mm/dd/yyyy) hour:minute am/pm

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing this document to be delivered for filing are

Nazarian Davydov Annie
(Last) (First) (Middle) (Suffix)
 c/o Lowenstein Sandler LLP
(Street number and name or Post Office Box information)
 1251 Avenue of the Americas
 New York NY 10020
(City) (State) (ZIP/Postal Code)
 United States
(Province - if applicable) (Country)

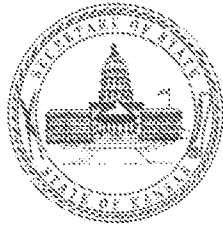
(If applicable, adopt the following statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

KRIS W. KOBACH
Secretary of State



Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594
(785) 296-4564

STATE OF KANSAS

July 12, 2016

APRIL COMSTOCK
CSC

RE: AFIX TECHNOLOGIES, INC.

ID #: 170-245-5

To the Corporation

A certified copy of a merger that was recently filed in the Corporations Division of our office is enclosed.

Every corporation in Kansas is assigned an identification number. Use of this number in any correspondence with our office will give us immediate access to your file and enable us to offer you faster, more efficient service. Your identification number is at the top of this letter.

jc

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AGREEMENT OF MERGER

OF

AFIX TECHNOLOGIES, INC.

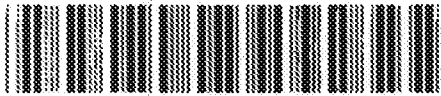
(a Kansas corporation)

and

THE RADIANT GROUP, INC.

(a Colorado corporation)

| | |
|----------|-----------------|
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| 053 068 | 07-01-2016 |
| \$150.00 | 3 04:39:59 PM |
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AGREEMENT OF MERGER entered into on July 1, 2016 by AFIX Technologies, Inc., a business corporation of the State of Kansas ("AFIX"), and approved and certified by resolution adopted by its Board of Directors on said date, and entered into on July 1, 2016 by The Radiant Group, Inc., a business corporation of the State of Colorado ("TRG"), and approved and certified by resolution adopted by its Board of Directors on said date.

WHEREAS, AFIX is a business corporation of the State of Kansas with its registered office therein located at 205 North Walnut, City of Pittsburg, County of Crawford; and

WHEREAS, the total number of shares of stock which AFIX has authority to issue is 5,250,000, consisting of 4,000,000 shares of common stock, Class A, no par value per share, and 1,250,000 shares of common stock, Class B, no par value per share; and

WHEREAS, TRG is a business corporation of the State of Colorado with its registered and principal office therein located at 1975 Research Parkway, Suite 315, City of Colorado Springs, County of El Paso; and

WHEREAS, the total number of shares of stock which TRG has authority to issue is 200,000,000 shares of Class A common stock, no par value per share; and

WHEREAS, the Kansas General Corporation Code permits a merger of a business corporation of the State of Kansas with and into a business corporation of another jurisdiction; and

WHEREAS, the Colorado Business Corporation Act permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Colorado; and

WHEREAS, AFIX and TRG and their respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge AFIX with and into TRG pursuant to the provisions of the Kansas General

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Corporation Code and pursuant to the provisions of the Colorado Business Corporation Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by AFIX and approved and certified by a resolution adopted by its Board of Directors and being thereunto duly entered into by TRG and approved and certified by a resolution adopted by its Board of Directors, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement of Merger set forth.

1. AFIX and TRG shall, pursuant to the provisions of the Kansas General Corporation Code and the provisions of the Colorado Business Corporation Act, be merged with and into a single corporation, to wit, TRG, which shall be the surviving corporation upon the effective date of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name. The separate existence of AFIX, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon said effective date in accordance with the provisions of the Kansas General Corporation Code.

2. Annexed hereto and made a part hereof is a copy of the Articles of Incorporation of the surviving corporation as the same shall be in force and effect upon the effective date in the State of Colorado of the merger herein provided for; and said Articles of Incorporation as therein amended and changed shall continue to be the Articles of Incorporation of said surviving corporation until further amended and changed pursuant to the provisions of the Colorado Business Corporation Act.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Colorado Business Corporation Act.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into 0.04 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The surviving corporation does hereby agree that it may be served with process in the State of Kansas in any proceeding for enforcement of any obligation of the terminating corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholders when determined in appraisal proceedings pursuant to the provisions of Section 17-6712 of the Kansas General Corporation Code and amendments thereto; does hereby irrevocably appoint the Secretary of State of the State of Kansas as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address without the State of Kansas to which a copy of such process shall be mailed by the Secretary of State of the State of Kansas: 1975 Research Parkway, Suite 315, Colorado Springs, Colorado 80920.

7. This Agreement of Merger has been fully approved, adopted and certified upon behalf of the terminating corporation in accordance with the provisions of the Kansas General Corporation Code and upon behalf of the surviving corporation in accordance with the provisions of the Colorado Business Corporation Act, and said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Kansas and by the laws of the State of Colorado, and that they will cause to be performed all necessary acts within the State of Kansas and the State of Colorado and elsewhere to effectuate the merger herein provided for.

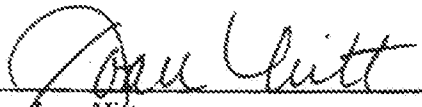
8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

9. The effective date of this Agreement of Merger, and the date upon which the merger herein agreed upon shall become effective in the State of Kansas, shall be July 1, 2016.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Agreement of Merger is hereby executed and certified upon behalf of each of the constituent corporations parties thereto as of July 1, 2016.

AFIX TECHNOLOGIES, INC.

By: 
Name: Joan Vitt
Title: President

Attest:

By: _____
Name: James DePalma
Title: Secretary

THE RADIANT GROUP, INC.

By: _____
Name: Robert V. LaPenta
Title: Chairman and Chief Executive Officer

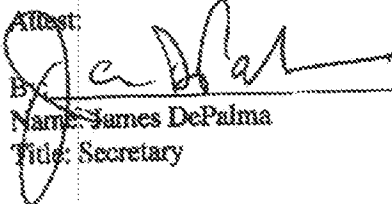
Attest:

By: _____
Name: Robert A. Basil, Jr.
Title: Secretary

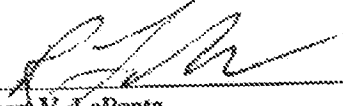
IN WITNESS WHEREOF, this Agreement of Merger is hereby executed and certified upon behalf of each of the constituent corporations parties thereto as of July 1, 2016.


AFX TECHNOLOGIES, INC.

By: _____
Name: Joan Vitt
Title: President

Attest:

By: _____
Name: James DePalma
Title: Secretary

THE RADIANT GROUP, INC.

By: 
Name: Robert V. LaPenta
Title: Chairman and Chief Executive Officer

Attest:

By: _____
Name: Robert A. Basti, Jr.
Title: Secretary

Certificate of Secretary of AFIX Technologies, Inc.

The undersigned, being the Secretary of AFIX Technologies, Inc., does hereby certify that in accordance with Article IX of the Restated Certificate of Incorporation of AFIX Technologies, Inc., and Section 17-6518 of the Kansas General Corporation Code, the holders of outstanding shares having not less than the minimum number of votes necessary have dispensed with a meeting and vote of stockholders, and have consented in writing to the adoption of the foregoing Agreement of Merger.

Dated: July 1, 2016.

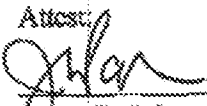

James DePalma
Secretary of AFIX Technologies, Inc.

The undersigned declares, under penalty of perjury, that the foregoing is true and accurate.

Executed on July 1, 2016.

AFIX TECHNOLOGIES, INC.

By: _____
Name: Joan Vitt
Title: President

Attest:

James DePalma
Secretary of AFIX Technologies, Inc.

Certificate of Secretary of AFIX Technologies, Inc.

The undersigned, being the Secretary of AFIX Technologies, Inc., does hereby certify that in accordance with Article IX of the Restated Certificate of Incorporation of AFIX Technologies, Inc., and Section 17-6518 of the Kansas General Corporation Code, the holders of outstanding shares having not less than the minimum number of votes necessary have dispensed with a meeting and vote of stockholders, and have consented in writing to the adoption of the foregoing Agreement of Merger.

Dated: July 1, 2016.

James DePalma
Secretary of AFIX Technologies, Inc.

The undersigned declares, under penalty of perjury, that the foregoing is true and accurate.

Executed on July 1, 2016.

AFIX TECHNOLOGIES, INC.

By: Joan Vitt
Name: Joan Vitt
Title: President

Attest:

James DePalma
Secretary of AFIX Technologies, Inc.



I hereby certify this to be a true and correct copy of the original on file.
Certified on this date: 7-1-2016
KRIS W. KOBACH
Secretary of State Kris W. Kobach

TRADEMARK