

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM468006

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/18/2017

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VPAY, INC.		11/15/2017	Corporation: TEXAS

## RECEIVING PARTY DATA

<b>Name:</b>	STONEEAGLE SERVICES, INC.
<b>Street Address:</b>	3701 W. Plano, #200
<b>City:</b>	Plano
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75075
<b>Entity Type:</b>	Corporation: TEXAS

## PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	87408820	VPAY 360
Serial Number:	87556992	DELIVERY 360
Serial Number:	87557035	ACCESS 360
Serial Number:	87557014	DISBURSEMENT 360
Serial Number:	87557045	NAVIGATOR 360
Registration Number:	5395665	SECUREMENU
Registration Number:	4952739	TRAVCARD
Registration Number:	4322060	YOU'VE BEEN VPAID
Registration Number:	4347844	VPAID
Registration Number:	4147399	VPAY DIRECT
Registration Number:	3839239	VCARD
Registration Number:	3839238	VPAYMENT
Registration Number:	3857755	PAID. TODAY.
Registration Number:	3432014	VPAY

## CORRESPONDENCE DATA

Fax Number: 8007261491

*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.*

TRADEMARK

**Phone:** 813-925-8505  
**Email:** trademarks@smithhopen.com  
**Correspondent Name:** Smith & Hopen, P. A.  
**Address Line 1:** 180 Pine Ave. N.  
**Address Line 4:** Oldsmar, FLORIDA 34677

**NAME OF SUBMITTER:** Anton J. Hopen

**SIGNATURE:** /anton j hopen/

**DATE SIGNED:** 04/02/2018

**Total Attachments: 13**

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## Office of the Secretary of State

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

VPay, Inc.  
Domestic For-Profit Corporation  
[File Number: 801022796]

Into

VPay, Inc. [Prior Name : STONEEAGLE SERVICES, INC.]  
Domestic For-Profit Corporation  
[File Number: 117107200]

and Amending the Certificate of Formation of

VPay, Inc.

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 12/18/2017

Effective: 12/18/2017



A handwritten signature in black ink, appearing to read "Rolando B. Pablos".

Rolando B. Pablos  
Secretary of State

**Form 622**  
**(Revised 12/15)**  
Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709  
Filing Fee: see instructions



**Certificate of Merger  
Combination Merger  
Business Organizations Code**

This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas  
**DEC 18 2017**  
**Corporations Section**

**Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

**Party 1**

**StoneEagle Services, Inc.**

*Name of Organization*

The organization is a for-profit corporation It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

TX USA  
*State Country*

The file number, if any, is 117107200  
*Texas Secretary of State file number*

Its principal place of business is 3701 W. Plano Parkway, #200 Plano TX  
*Address City State*

The organization will survive the merger.  The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

**VPay, Inc.**

*Name as Amended*

**Party 2**

**VPay, Inc.**

*Name of Organization*

The organization is a for-profit corporation It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

TX USA  
*State Country*

The file number, if any, is 801022769  
*Texas Secretary of State file number*

Its principal place of business is 3701 W. Plano Parkway, #200 Plano TX  
*Address City State*

The organization will survive the merger.  The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

*Name as Amended*

**Party 3**

*Name of Organization*

The organization is a \_\_\_\_\_  
*Specify organizational form (e.g., for-profit corporation)*

It is organized under the laws of \_\_\_\_\_

The file number, if any, is \_\_\_\_\_

State \_\_\_\_\_ Country \_\_\_\_\_

Texas Secretary of State file number \_\_\_\_\_

Its principal place of business is \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

- The organization will survive the merger.       The organization will not survive the merger.
- The plan of merger amends the name of the organization. The new name is set forth below.

\_\_\_\_\_  
*Name as Amended*

### Plan of Merger

- The plan of merger is attached.

*If the plan of merger is not attached, the following statements must be completed.*

### Alternative Statements

Instead of providing the plan of merger, each domestic filing entity certifies that:

1. A plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.
2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

*Item 3A is the default selection. If the merger effected an amendment to, a restatement of, or an amendment and restatement of the certificate of formation of a surviving filing entity, you must select and complete one of the options shown below. Options 3B and 3C require the submission of the described attachment.*

- 3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.
- 3B.  No amendments to the certificate of formation of any filing entity are being effected by the merger or by the restated certificate of formation of the surviving filing entity named in the attached restated certificate of formation.
- 3C.  The plan of merger effected an amendment and restatement of the certificate of formation of a surviving filing entity. The amendments being made and the name of the surviving entity restating its certificate of formation are set forth in the attached restated certificate of formation containing amendments.
- 3D.  The plan of merger effected amendments or changes to the following surviving filing entity's certificate of formation.

\_\_\_\_\_  
*Name of filing entity effecting amendments*

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

**Amendment Text Area**

**4. Organizations Created by Merger**

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

<i>Name of New Organization 1</i>	<i>Jurisdiction</i>	<i>Entity Type (See Instructions)</i>
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<i>Principal Place of Business Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>
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<i>Name of New Organization 2</i>	<i>Jurisdiction</i>	<i>Entity Type (See Instructions)</i>
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<i>Principal Place of Business Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>
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<i>Name of New Organization 3</i>	<i>Jurisdiction</i>	<i>Entity Type (See Instructions)</i>
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<i>Principal Place of Business Address</i>	<i>City</i>	<i>State</i>	<i>Zip</i>
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**Approval of the Plan of Merger**

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

The approval of the owners or members of \_\_\_\_\_  
*Name of domestic entity*  
was not required by the provisions of the BOC.

**Effectiveness of Filing (Select either A, B, or C.)**

A.  This document becomes effective when the document is accepted and filed by the secretary of state.

B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_

C.  This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

Text Area

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**Tax Certificate**

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- Instead of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: November 15, 2017

StoneEagle Services, Inc.  
 Merging Entity Name  
 \_\_\_\_\_  
 Signature of authorized person (see instructions)  
 \_\_\_\_\_  
 Walter A. Roberts, CEO  
 Printed or typed name of authorized person

VPay, Inc.  
 Merging Entity Name  
 \_\_\_\_\_  
 Signature of authorized person (see instructions)  
 \_\_\_\_\_  
 Walter A. Roberts, CEO  
 Printed or typed name of authorized person

\_\_\_\_\_  
 Merging Entity Name  
 \_\_\_\_\_  
 Signature of authorized person (see instructions)  
 \_\_\_\_\_  
 Printed or typed name of authorized person

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of November 15, 2017, by and between StoneEagle Services, Inc., a Texas corporation (the "Company"), and VPay, Inc., a Texas corporation ("Subsidiary").

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

WHEREAS, Subsidiary and the Company desire that Subsidiary merge with and into the Company and for the Company, by virtue of such merger, to change its corporate name to "VPay, Inc."

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. On the terms and subject to the conditions of this Agreement and the applicable provisions of the Texas Business Organizations Code ("TBOC"), at the Effective Time defined herein, Subsidiary shall be merged with and into the Company, the separate corporate existence of Subsidiary shall cease, and the Company shall continue as the surviving corporation of the Merger. For times and periods after the Effective Time, the Company, as the surviving corporation in the Merger, is sometimes referred to herein as the "Surviving Corporation."

2. The parties shall cause the Merger to be consummated by filing a certificate of merger, in substantially the form of Exhibit A attached hereto, (the "Certificate of Merger"), with the Secretary of State of the State of Texas in accordance with the relevant provisions of the TBOC (the time of acceptance by the Secretary of State of the State of Texas of such filing or such later time as may be agreed to by the parties and set forth in the certificate of merger being referred to herein as the "Effective Time").

3. The effects of the Merger shall be as provided in the applicable provisions of the TBOC, the Certificate of Merger and this Agreement. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of Subsidiary and the Company shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities and duties of Subsidiary and the Company shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.

4. At the Effective Time, the articles of incorporation of the Company as in effect immediately prior to the Effective Time shall become the articles of incorporation of the Surviving Corporation until thereafter amended in accordance with the TBOC and such articles of incorporation; provided, however, that Article I of the articles of incorporation shall be amended to read hereinafter as follows:

"The name of the Corporation is VPay, Inc."

5. At the Effective Time, the bylaws of the Company as in effect immediately prior to the Effective Time, shall become the bylaws of the Surviving Corporation until thereafter amended in accordance with the TBOC, the articles of Incorporation of the Surviving Corporation and such bylaws.



6. The board of directors of the Company immediately prior to the Effective Time shall become the board of directors of the Surviving Corporation from and after the Effective Time, each to hold office in accordance with the articles of incorporation and bylaws of the Surviving Corporation until their respective successors are duly elected or appointed and qualified; and the officers of the Company immediately prior to the Effective Time shall become the officers of the Surviving Corporation from and after the Effective Time, each to hold office in accordance with the bylaws of the Surviving Corporation until their respective successors are duly appointed.

7. At the Effective Time, (i) the shares of capital stock of the Subsidiary shall be extinguished and (ii) the shares of capital stock of the Company shall remain outstanding and continue to represent the capital stock of the Surviving Corporation.

8. This Agreement may be executed in one or more counterparts, any one of which need not contain the signatures of more than one party, but all such counterparts taken together will constitute one and the same instrument. Facsimile counterpart signatures to this Agreement shall be acceptable and binding.

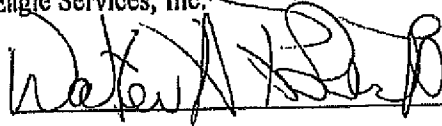
9. This Agreement is for the sole benefit of the parties hereto and their successors, legal representatives, heirs and permitted assigns and nothing herein expressed or implied shall give or be construed to give any person, other than the parties hereto and such successors, legal representatives, heirs and permitted assigns, any legal or equitable rights hereunder.

10. All issues and questions concerning the construction, validity, enforcement and interpretation of this Agreement shall be governed by, and construed in accordance with, the laws of the State of Texas without giving effect to any choice of law or conflict of law rules or provisions (whether of the State of Texas or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Texas.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the date first written above.

StoneEagle Services, Inc.

By:

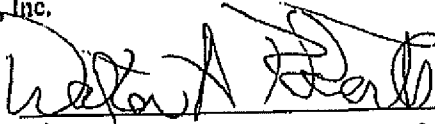


Its:

CEO Walter A. Roberts

VPay, Inc.

By:



Its:

CEO Walter A. Roberts

**Exhibit A**  
**Certificate of Merger**

[attach completed Form 622]

Form 622  
(Revised 12/15)  
Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709  
Filing Fee: see instructions



This space reserved for office use.

**Certificate of Merger  
Combination Merger  
Business Organizations Code**

**Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

**Party 1**

StoneBagle Services, Inc.

*Name of Organization*

The organization is a for-profit corporation It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

TX USA The file number, if any, is 117107200

*State Country*

Its principal place of business is 3701 W. Plano Parkway, #200 Plano TX  
*Address City State*

The organization will survive the merger.  The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

VPay, Inc.

*Name as Amended*

**Party 2**

VPay, Inc.

*Name of Organization*

The organization is a for-profit corporation It is organized under the laws of  
*Specify organizational form (e.g., for-profit corporation)*

TX USA The file number, if any, is 801022769

*State Country*

Its principal place of business is 3701 W. Plano Parkway, #200 Plano TX  
*Address City State*

The organization will survive the merger.  The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

*Name as Amended*

**Party 3**

*Name of Organization*

The organization is a \_\_\_\_\_  
*Specify organizational form (e.g., for-profit corporation)*

It is organized under the laws of \_\_\_\_\_

The file number, if any, is \_\_\_\_\_  
State Country Texas Secretary of State file number  
Its principal place of business is \_\_\_\_\_  
Address City State

- The organization will survive the merger.  The organization will not survive the merger.  
 The plan of merger amends the name of the organization. The new name is set forth below.

\_\_\_\_\_  
*Name as Amended*

### Plan of Merger

- The plan of merger is attached.

*If the plan of merger is not attached, the following statements must be completed.*

### Alternative Statements

Instead of providing the plan of merger, each domestic filing entity certifies that:

1. A plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.

2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

*Item 3A is the default selection. If the merger effected an amendment to, a restatement of, or an amendment and restatement of the certificate of formation of a surviving filing entity, you must select and complete one of the options shown below. Options 3B and 3C require the submission of the described attachment.*

3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.

3B.  No amendments to the certificate of formation of any filing entity are being effected by the merger or by the restated certificate of formation of the surviving filing entity named in the attached restated certificate of formation.

3C.  The plan of merger effected an amendment and restatement of the certificate of formation of a surviving filing entity. The amendments being made and the name of the surviving entity restating its certificate of formation are set forth in the attached restated certificate of formation containing amendments.

3D.  The plan of merger effected amendments or changes to the following surviving filing entity's certificate of formation.

\_\_\_\_\_  
*Name of filing entity effecting amendments*

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

*Amendment Text Area*

**4. Organizations Created by Merger**

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

*Name of New Organization 1* *Jurisdiction* *Entity Type (See Instructions)*

*Principal Place of Business Address* *City* *State* *Zip Code*

*Name of New Organization 2* *Jurisdiction* *Entity Type (See Instructions)*

*Principal Place of Business Address* *City* *State* *Zip Code*

*Name of New Organization 3* *Jurisdiction* *Entity Type (See Instructions)*

*Principal Place of Business Address* *City* *State* *Zip*

**Approval of the Plan of Merger**

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

The approval of the owners or members of \_\_\_\_\_  
*Name of domestic entity*  
was not required by the provisions of the BOC.

**Effectiveness of Filing (Select either A, B, or C.)**

- A.  This document becomes effective when the document is accepted and filed by the secretary of state.
  - B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
  - C.  This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_
- The following event or fact will cause the document to take effect in the manner described below:

Text Area

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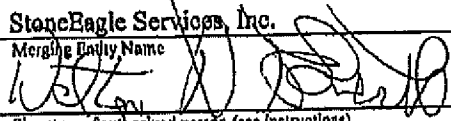
**Tax Certificate**

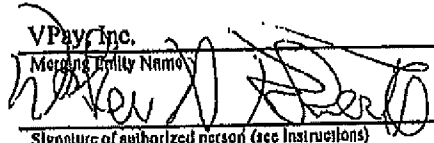
- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- Instead of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: November 15, 2017

StoneEagle Services, Inc.  
 Merging Entity Name  
  
 Signature of authorized person (see instructions)  
Walter A. Roberts, CEO  
 Printed or typed name of authorized person

VPay, Inc.  
 Merging Entity Name  
  
 Signature of authorized person (see instructions)  
Walter A. Roberts, CEO  
 Printed or typed name of authorized person

\_\_\_\_\_  
 Merging Entity Name  
 \_\_\_\_\_  
 Signature of authorized person (see instructions)  
 \_\_\_\_\_  
 Printed or typed name of authorized person