

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM527293

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	08/31/2017

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Benserco, Inc.		08/31/2017	Corporation: NEW YORK
GEMgroup, Inc.		08/31/2017	Corporation: PENNSYLVANIA

## RECEIVING PARTY DATA

<b>Name:</b>	Zenith American Solutions, Inc.
<b>Street Address:</b>	302 Knights Run Avenue
<b>Internal Address:</b>	Suite 1100
<b>City:</b>	Tampa
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	33602
<b>Entity Type:</b>	Corporation: MARYLAND

## PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
<b>Serial Number:</b>	75782268	DIAMOND-TRUST
<b>Serial Number:</b>	75781938	EMERALD-TRAC
<b>Serial Number:</b>	75781937	G
<b>Serial Number:</b>	75781958	GEMGROUP
<b>Serial Number:</b>	75782269	RUBY-PLUS
<b>Serial Number:</b>	75782008	TOPAZ-DIRECT

## CORRESPONDENCE DATA

Fax Number: 8139843070

*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: 813.984.3060

Email: trademarks@tlolawfirm.com

Correspondent Name: James B. Lake c/o Thomas &amp; LoCicero PL

Address Line 1: 601 South Boulevard

Address Line 4: Tampa, FLORIDA 33606

NAME OF SUBMITTER: James B. Lake

OP \$165.00 75782268

<b>SIGNATURE:</b>	/James B. Lake/
<b>DATE SIGNED:</b>	06/11/2019
<b>Total Attachments: 7</b> source=Articles of Merger and Plan of Merger and schedule#page1.tif source=Articles of Merger and Plan of Merger and schedule#page2.tif source=Articles of Merger and Plan of Merger and schedule#page3.tif source=Articles of Merger and Plan of Merger and schedule#page4.tif source=Articles of Merger and Plan of Merger and schedule#page5.tif source=Articles of Merger and Plan of Merger and schedule#page6.tif source=Articles of Merger and Plan of Merger and schedule#page7.tif	

**AGREEMENT  
AND  
PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of August 31, 2017, by and among ZENITH AMERICAN SOLUTIONS, INC., a Maryland corporation (the "Surviving Corporation"), and BENSERCO, INC., a New York corporation ("Benserco"), and GEMGROUP, INC, a Pennsylvania corporation ("GEM," and together with Benserco, each a "Merging Corporation" and together "Merging Corporations").

**Background**

The Merging Corporations and the Surviving Corporation desire for the Merging Corporations to merge with and into the Surviving Corporation pursuant to the terms and subject to the conditions of this Agreement (the "Merger"). After the consummation of the Merger, the parties intend that the separate existence of the Merging Corporations will cease, and the Surviving Corporation will survive and own all of the rights and property and be subject to all of the liabilities of the Mergings Corporation. This Agreement is the "plan of merger" as referenced in Title 3 of the Maryland Code and the Maryland Register ("Maryland Code"), Section 907 of the New York Business Corporation Act ("New York Act"), and Title 15 of the Pennsylvania Code ("Pennsylvania Code").

**Operative Terms**

1. Parties to the Merger. The name, the jurisdiction, and the entity type of each party to the Merger are as follows:

Name	Jurisdiction under general law	Entity Type	Date of Incorporation
Zenith American Solutions, Inc.	Maryland	Corporation	6/13/1988
Benserco, Inc.	New York	Corporation	6/14/1972
GEMGroup, Inc.	Pennsylvania	Corporation	01/09/2008

The designation and number of outstanding shares of each class capital stock of each of the Merging Corporations and the Surviving Corporation are set forth on Schedule A to this Agreement and Plan of Merger and incorporated herein.

2. Merger. Upon the terms and conditions set forth in this Agreement, and in accordance with the applicable provisions of the Maryland Code, the New York Act, and the Pennsylvania Code, at the Effective Time (as defined in Section 3 below), the Merging Corporations shall be merged with and into the Surviving Corporation.

3. Effective Time. The Merger shall become effective as of 11:59 P.M., August 31, 2017 (the "Effective Time"). Prior to the Effective Time, the parties will cause Articles of Merger or a Certificate of Merger, as applicable (the "Articles of Merger") to be executed and delivered to the Maryland Department of Assessments & Taxation pursuant to the Maryland Code, the New York Department of State pursuant to the New York Act, and the Pennsylvania Department of State pursuant to the Pennsylvania Code.

4. Effect of the Merger. At the Effective Time, as a result of the Merger and without any action on the part of either of the Surviving Corporation or the Merging Corporation:

(a) The separate existence of the Merging Corporations shall cease and the Surviving Corporation shall continue as the surviving entity in the Merger;

(b) The Merger will have the effects as to the Surviving Corporation, Benserco, and GEM as set forth in the Maryland Code, the New York Act, and the Pennsylvania Act, respectively, and all property, rights, and privileges of each of the parties shall vest in the Surviving Corporation and all debts, liabilities and duties of each of the parties shall become the debts, liabilities and duties of the Surviving Corporation.

(c) The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the effectiveness of the Merger shall continue to serve as the Articles of Incorporation of the Surviving Corporation after the Merger, until thereafter duly amended as provided therein and by applicable Law, and the Bylaws of the Surviving Corporation, as in effect immediately prior to the effectiveness of the Merger shall continue to serve as the Bylaws of the Surviving Corporation after the Merger, until thereafter duly amended as provided therein.

(d) Immediately prior the the Effective Time, the sole shareholder of the Surviving Corporation (the "Sole Shareholder") shall also be the sole shareholder of each of the Merging Corporations. Accordingly, as of the Effective Time, all of the shares of capital stock of each of the Merging Corporations shall be deemed surrendered by the Sole Shareholder as the effect of the Merger. The Merger shall not affect the issued and outstanding shares of the Surviving Corporation, which shall continue to be owned by Sole Shareholder in the same number of shares as immediately prior to the Effective Date.

5. Filing of Articles of Merger. The Surviving Corporation shall cause a copy of the Articles of Merger which has been certified by the Maryland Department of Assessments & Taxation of the State of Maryland and the corresponding filing office of the applicable Merging

Corporation to be filed in the recording office of any county in which real property is held by any of the Merging Corporations immediately prior to the Effective Time, as may be required by the laws of the respective Merging Corporations.

6. Counterparts. This Agreement may be executed in any number of counterparts (whether facsimile or portable document format (PDF), each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

7. Governing Law. This Agreement shall be deemed to be made in and in all respect shall be interpreted, construed and governed by and in accordance with the laws of the State of Maryland, without regard to the conflict of law principles thereof.

8. Entire Agreement; No Third-Party Beneficiaries. This Agreement (including the documents and instruments referred to herein) (a) constitutes the entire agreement, and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter of this Agreement and (b) is not intended to confer upon any person other than the parties any rights or remedies.

9. Further Assurances. The parties shall execute and deliver such further instruments and documents and do such further acts and things as may be required to carry out the intent and purposes of this Agreement.

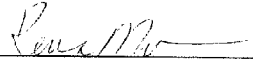
[Signature Page Follows]

**SIGNATURE PAGE  
TO  
AGREEMENT AND PLAN OF MERGER**

IN WITNESS WHEREOF, this Agreement and Plan of Merger have been under penalties of perjury executed and delivered by the parties as of the date first above written.


**Surviving Corporation:**

ZENITH AMERICAN SOLUTIONS, INC., a  
Maryland corporation


By:   
Karen W. Mulroe, Senior Vice President

**Merging Corporations:**

BENSERCO, INC.,  
a New York corporation

By:   
Karen W. Mulroe, Senior Vice President

GEMGROUP, INC.,  
a Pennsylvania corporation

By:   
Karen W. Mulroe, Senior Vice President

Schedule A  
to  
Agreement and Plan of Merger

Constituent Corporation	Total Number of shares (Common Stock)	Total Number of shares (Preferred Stock)	Par Value	Aggregate par value (if applicable)
Bensercro, Inc.	200		no par value	
GEMGroup, Inc.	1,380,000		no par value	
Zenith American Solutions, Inc.	1,000		no par value	
Zenith American Solutions, Inc.		150	no par value	

10222896v5

\*\* EXPEDITED SERVICE \*\*

\*\* KEEP WITH DOCUMENT \*\*

DOCUMENT CODE 11 BUSINESS CODE \_\_\_\_\_

# \_\_\_\_\_

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferee) Genmgrouop, Inc. (PA)  
and Benserved, Inc. (NY)

Surviving (Transferee) Zenith American  
Solutions Inc.  
7) 02577849

FEES REMITTED

Base Fee:	<u>100</u>
Org. & Cap. Fee:	_____
Expedite Fee:	<u>70</u>
Penalty:	_____
State Recordation Tax:	_____
State Transfer Tax:	_____
Certified Copies	_____
Copy Fee:	<u>30</u>
Certificates	_____
Certificate of Status Fee:	_____
Personal Property Filings:	_____
Mail Processing Fee:	_____
Other:	_____

TOTAL FEES: 200

Credit Card \_\_\_\_\_ Check \_\_\_\_\_ Cash \_\_\_\_\_

\_\_\_\_\_ Documents on \_\_\_\_\_ Checks

Approved By: 9

Typed By: \_\_\_\_\_

COMMENT(S):

Effective Date  
8/31/17  
at 11:59 P.M.

Affix Barcode Label Here	<u>10</u>
Affix Barcode Label Here	

New Name \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent
- \_\_\_\_\_ Designation of Resident Agent and Resident Agent's Address
- \_\_\_\_\_ Change of Business Code

Adoption of Assumed Name \_\_\_\_\_

Other Change(s) \_\_\_\_\_

Code 198

Attention: \_\_\_\_\_

Mail: Names and Address \_\_\_\_\_

Stamp Work Order and Customer Number HERE
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TRADEMARK



**SCHEDULE**

**Trademark**

**Registration No**

DIAMOND-TRUST	2513915
EMERALD-TRAC	2560948
G (Stylized)	2511552
GEMGROUP	2511553
RUBY-PLUS	2521638
TOPAZ-DIRECT	2459158