

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

Assignment ID: TM152199

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2021		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Casino Essentials, LLC		12/27/2021	Limited Liability Company: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Company Name:</b>	TargetSolutions Learning, LLC		
<b>Street Address:</b>	4890 W. KENNEDY BLVD.		
<b>Internal Address:</b>	SUITE 300		
<b>City:</b>	TAMPA		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	33609		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87592400	CELEXA	
<b>Serial Number:</b>	87568144	GAMS	
<b>Serial Number:</b>	87533039	CASINO ESSENTIALS	
<b>Serial Number:</b>	87533042	ICGIP INSTITUTE FOR CERTIFIED GAMING INDUSTRY PROFESSIONALS	
<b>Serial Number:</b>	87533041	ICGIP	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8132270498		
<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>			
<b>Phone:</b>	8132277401		
<b>Email:</b>	mmason@trenam.com,dhayes@trenam.com		
<b>Correspondent Name:</b>	Monica B. Mason Esq.		
<b>Address Line 1:</b>	101 E. Kennedy Blvd.		
<b>Address Line 2:</b>	Suite 2700		
<b>Address Line 4:</b>	Tampa, FLORIDA 33602		
<b>ATTORNEY DOCKET NUMBER:</b>	064684		

CH \$140.00.00 87592400

<b>NAME OF SUBMITTER:</b>	MONICA MASON
<b>SIGNATURE:</b>	MONICA MASON
<b>DATE SIGNED:</b>	02/26/2024
<b>Total Attachments: 10</b> source=Certificate of Merger (DE) - Casino into TS Learning (DE) (filed)#page1.tif source=Certificate of Merger (DE) - Casino into TS Learning (DE) (filed)#page2.tif source=Certificate of Merger (DE) - Casino into TS Learning (DE) (filed)#page3.tif source=Articles of Merger (NV) - Casino Essentials, LLC into TargetSolutions Learning, LLC (filed)#page1.tif source=Articles of Merger (NV) - Casino Essentials, LLC into TargetSolutions Learning, LLC (filed)#page2.tif source=Articles of Merger (NV) - Casino Essentials, LLC into TargetSolutions Learning, LLC (filed)#page3.tif source=Articles of Merger (NV) - Casino Essentials, LLC into TargetSolutions Learning, LLC (filed)#page4.tif source=Articles of Merger (NV) - Casino Essentials, LLC into TargetSolutions Learning, LLC (filed)#page5.tif source=Articles of Merger (NV) - Casino Essentials, LLC into TargetSolutions Learning, LLC (filed)#page6.tif source=Articles of Merger (NV) - Casino Essentials, LLC into TargetSolutions Learning, LLC (filed)#page7.tif	

# Delaware

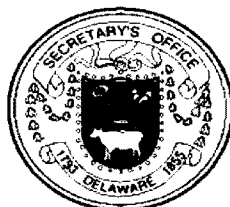
The First State


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:

"CASINO ESSENTIALS, LLC", A NEVADA LIMITED LIABILITY COMPANY, WITH AND INTO "TARGETSOLUTIONS LEARNING, LLC" UNDER THE NAME OF "TARGETSOLUTIONS LEARNING, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2021, AT 3:26 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. 2021.



  
Jeffrey W. Bullock, Secretary of State

4618198 8100M  
SR# 20214222820

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202459576  
Date: 01-22-22

TRADEMARK  
REEL: 008354 FRAME: 0326

**CERTIFICATE OF MERGER  
OF  
CASINO ESSENTIALS, LLC  
WITH AND INTO  
TARGETSOLUTIONS LEARNING, LLC**

**December 27, 2021**

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

TargetSolutions Learning, LLC, a Delaware limited liability company (the "Company"), does hereby certify the following information related to the merger of Casino Essentials, LLC, a Nevada limited liability company ("Merger Sub"), with and into the Company (the "Merger").

1. The Company and Merger Sub are the constituent companies (the "Constituent Companies") to the Merger, the Company is duly organized and existing under the laws of the State of Delaware, and Merger Sub is duly organized and existing under the laws of the state of Nevada.

2. An Agreement and Plan of Merger (the "Merger Agreement"), by and among Merger Sub and the Company, dated as of December 27, 2021, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by the Constituent Companies in accordance with the requirements of Section 141(f) of the General Corporation Law of the State of Delaware and Title 6, Section 18-209 of the Delaware Limited Liability Act (the "DLLA").

3. The Company shall be the surviving company of the Merger (the "Surviving Company") and shall continue its existence as said Surviving Company under its present name, TargetSolutions Learning, LLC.

4. The Merger shall become effective as of December 31, 2021.

5. The executed Merger Agreement is on file at the following office of the Surviving Company located at 4890 W. Kennedy Blvd., Suite 300, Tampa, FL 33609.

6. A copy of the Merger Agreement will be furnished by the Surviving Company on request and without cost, to any member of either of the Constituent Companies.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersigned authorized officer of the Surviving Company has executed this Certificate of Merger as of the date set forth above.

**TARGETSOLUTIONS LEARNING, LLC**,  
a Delaware limited liability company

*P. Marc Scheipe*

By: \_\_\_\_\_  
P. Marc Scheipe, Chief Executive Officer

STATE OF NEVADA

**BARBARA K. CEGAVSKE**  
Secretary of State



Commercial Recordings Division  
202 N. Carson Street  
Carson City, NV 89701  
Telephone (775) 684-5708  
Fax (775) 684-7138  
  
North Las Vegas City Hall  
2250 Las Vegas Blvd North, Suite 400  
North Las Vegas, NV 89030  
Telephone (702) 486-2880  
Fax (702) 486-2888

**KIMBERLEY PERONDI**  
Deputy Secretary for  
Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

**Certified Copy**

12/28/2021 12:23:47 PM

**Work Order Number:** W2021122800756  
**Reference Number:** 20211982623  
**Through Date:** 12/28/2021 12:23:47 PM  
**Corporate Name:** CASINO ESSENTIALS LLC

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20211982614	Articles of Merger	6



Certified By: Becky Skretta  
Certificate Number: B202112282261482  
You may verify this certificate  
online at <http://www.nvsos.gov>

Respectfully,

BARBARA K. CEGAVSKE  
Nevada Secretary of State



**BARBARA K. CEGAUSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)  
[www.nvsilverflume.gov](http://www.nvsilverflume.gov)

Filed in the Office of <i>Barbara K. Cegauske</i>	Business Number E0352752008-6
Secretary of State State Of Nevada	Filing Number 20211982614
	Filed On 12/28/2021 10:00:00 AM
	Number of Pages 6

ABOVE SPACE IS FOR OFFICE USE ONLY

# Articles of Conversion/Exchange/Merger

## NRS 92A.200 and 92A.205

This filing completes the following:  Conversion  Exchange  Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<b>1. Entity Information:</b> (Constituent, Acquired or Merging)	Entity Name: <u>Casino Essentials, LLC</u> Jurisdiction: <u>Nevada</u> Entity Type*: <u>limited liability company</u> <i>If more than one entity being acquired or merging please attach additional page.</i>
<b>2. Entity Information:</b> (Resulting, Acquiring or Surviving)	Entity Name: <u>TargetSolutions Learning, LLC</u> Jurisdiction: <u>Delaware</u> Entity Type*: <u>limited liability company</u>
<b>3. Plan of Conversion, Exchange or Merger:</b> (select one box)	<input checked="" type="checkbox"/> The entire plan of conversion, exchange or merger is attached to these articles. <input type="checkbox"/> The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity. The entire plan of exchange or merger is on file at the registered office of the acquiring corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the acquiring entity (NRS 92A.200). <input type="checkbox"/> The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330. (Conversion only)
<b>4. Approval:</b> (If more than one entity being acquired or merging please attach additional approval page.)	<b>Exchange/Merger:</b> Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity) <input type="checkbox"/> A. Owner's approval was not required from the: <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input checked="" type="checkbox"/> B. The plan was approved by the required consent of the owners of: <input checked="" type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input type="checkbox"/> C. Approval of plan of exchange/merger for Nevada non-profit corporation (NRS 92A.160): Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation. <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <u>Casino Essentials, LLC</u> Name of acquired/merging entity  Name of acquiring/surviving entity
<b>5. Effective Date and Time:</b> (Optional)	Date: <u>12/31/2021</u> Time: _____ (must not be later than 90 days after the certificate is filed)

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov  
 www.nvsilverflume.gov

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# Articles of Conversion/Exchange/Merger

## NRS 92A.200 and 92A.205

This filing completes the following:  Conversion  Exchange  Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

**4. Approval Continued:**  
 (If more than one entity being acquired or merging please attach additional approval page.)

**Exchange/Merger:**

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- A. Owner's approval was not required from the:
  - Acquired/merging
  - Acquiring/surviving
- B. The plan was approved by the required consent of the owners of:
  - Acquired/merging
  - Acquiring/surviving
- C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):  
 Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.
  - Acquired/merging
  - Acquiring/surviving

Name of acquired/merging entity

TargetSolutions Learning, LLC

Name of acquiring/surviving entity

**4. Approval Continued:**  
 (If more than one entity being acquired or merging please attach additional approval page.)

**Exchange/Merger:**

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- A. Owner's approval was not required from the:
  - Acquired/merging
  - Acquiring/surviving
- B. The plan was approved by the required consent of the owners of:
  - Acquired/merging
  - Acquiring/surviving
- C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):  
 Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.
  - Acquired/merging
  - Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity





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## Articles of Conversion/Exchange/Merger

**NRS 92A.200 and 91A.205**

**6. Forwarding Address for Service of Process:**  
 (Conversion and Mergers only, if resulting/surviving entity is foreign)

TargetSolutions Learning, LLC	USA	
Name	Country	
Care of:		
4890 W. Kennedy Blvd., Suite 740	Tampa	FL 33609
Address	City	State Zip/Postal Code

**7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200):**  
 (Merger only) \*\*

\*\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

**8. Declaration:**  
 (Exchange and Merger only)

**Exchange:**  
 The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).

**Merger: (Select one box)**  
 The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).  
 The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

**9. Signature Statement: (Required)**

**Conversion:**  
 A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

Signatures - must be signed by:

- If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).
- If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Name of constituent entity



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## Articles of Conversion/Exchange/Merger

### NRS 92A.200 and 91A.205

**9. Signature Statement**  
**Continued: (Required)**

**Exchange:**

Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers; A trustee of each Nevada business trust (NRS 92A.230)

Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.

The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**Merger:**

Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230).

The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**10. Signature(s):**  
**(Required)**

Casino Essentials, LLC

Name of acquired/merging entity

X P. Marc Schiops

Signature (Exchange/Merger)

Manager

Title

12/27/2021

Date

*If more than one entity being acquired or merging please attach additional page of information and signatures.*

TargetSolutions Learning, LLC

Name of acquiring/surviving entity

X P. Marc Schiops

Signature (Exchange/Merger)

CEO

Title

12/27/2021

Date

X \_\_\_\_\_

Signature of Constituent Entity (Conversion)

Title

Date

**Please include any required or optional information in space below:**  
 (attach additional page(s) if necessary)

**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**CASINO ESSENTIALS, LLC**  
**AND**  
**TARGETSOLUTIONS LEARNING, LLC**

**FIRST:** Casino Essentials, LLC, which is a limited liability company organized in the State of Nevada, and which is sometimes hereinafter referred to as the "Terminating Company", shall be merged with and into TargetSolutions Learning, LLC, which is a limited liability company organized in the State of Delaware and which is sometimes hereinafter referred to as the "Surviving Company" (the "Merger").

**SECOND:** The separate existence of the Terminating Company shall cease upon the effective date of the Merger in accordance with the provisions of the Limited Liability Act of the State of Delaware.

**THIRD:** The Certificate of Formation of the Surviving Company, as in effect on the date of the Merger, shall continue in full force and effect under its present name pursuant to the provisions of the Limited Liability Act of the State of Delaware.

**FOURTH:** This Agreement and Plan of Merger shall be submitted to the Terminating Company's and Surviving Company's respective Members for their consideration, approval and adoption, which shall be obtained prior to the date of this Agreement.

**FIFTH:** Upon the effective date of the Merger, all of the issued and outstanding membership interests of the Terminating Company shall be, by virtue of the Merger and without any action by the Terminating Company or Surviving Company or any other person, cancelled and no cash or securities or other property shall be payable to Terminating Company in respect thereof.

**SIXTH:** The effective date of the Merger shall be as of December 31, 2021.

\*\*\*\*\*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by their respective authorized officers as of December 27, 2021.

**TARGETSOLUTIONS LEARNING, LLC**

By: RedVector.com, LLC, sole member

By: P. Marc Scheipe  
P. Marc Scheipe, Chief Executive Officer

**TARGETSOLUTIONS LEARNING, LLC,**  
a Delaware limited liability company

By: P. Marc Scheipe  
P. Marc Scheipe, Chief Executive Officer

[Signature Page to Agreement and Plan of Merger – Casino into TS Learning]