

06-26-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102482446

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): RiverPoint Group, L.L.C.

6.24.03

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Delaware Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: RiverPoint Group, Inc.

Internal Address: Suite 318

Street Address: 8575 West 100th St.

City: Overland Park State: KS Zip: 66210

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 10/30/2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 1) 75781174 2) 75936544

B. Trademark Registration No.(s) 1) 2,364,554 2) 2,444,303

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kenneth L. Block

Internal Address: Weiss & Block Chartered Suite 2626

Street Address: One East Wacker Drive

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: N/A

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9. Signature.

Kenneth L. Block Name of Person Signing

Signature

June 18, 2003 Date

Total number of pages including cover sheet, attachments, and document: 4

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Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002764 FRAME: 0432

CERTIFICATE OF MERGER

THIS CERTIFICATE OF MERGER is dated this ^{30th} day of October, 2001, relating to a certain Agreement and Plan of Merger dated as of the date hereof (hereinafter the "Agreement and Plan of Merger") by and between RiverPoint Merger Co., a Delaware corporation (hereinafter "Merger Co."), and RiverPoint Group, L.L.C., a Delaware limited liability company, (hereinafter "LLC").

Article 1. **Constituent Business Entities.** Merger Co. is a corporation organized and existing under the laws of the state of Delaware, having been incorporated on October 22, 2001. The authorized capital stock of Merger Company is 1000 shares of common stock with no par value, of which 200 shares are issued and outstanding.

LLC is a limited liability company organized and existing under the laws of the state of Delaware, having been organized on July 8, 1997, and being authorized to do business in the States of Kansas and Missouri.

Article 2. **Approval of Agreement and Plan of Merger.** The sole shareholder and Board of Directors of Merger Co. and a majority in interest of the members of LLC have approved, adopted, certified, executed and acknowledge the merger of the two entities in accordance with the Agreement and Plan of Merger and as provided by Section 264 of the Delaware General Corporation Law and the Delaware Limited Liability Company Act. The Agreement and Plan of Merger has been duly executed by the authorized agent of each party to it. As of 11:59 p.m. on October 31, 2001, (hereinafter the "Effective Date"), a merger of Merger Co. and LLC shall occur, such that Merger Co. and LLC shall cease to have separate existence and LLC shall be merged with and into Merger Co. and Merger Co. shall be the surviving corporation (hereinafter the "Surviving Corporation"). The terms for conversion of the outstanding interests of the shareholders of Merger Co. and members of LLC are as set forth in the Agreement and Plan of Merger.

Article 3. **Name of Surviving Corporation; Continuation of Certificate of Incorporation of Surviving Corporation.** The Surviving Corporation shall be known as "RiverPoint Group, Inc." and the Certificate of Incorporation of Merger Co. as on file with the Secretary of State of Delaware shall continue to be the Certificate of Incorporation of the Surviving Corporation for the period from and after the effective date of the merger, except that its name shall be restated as "RiverPoint Group, Inc.". No additional shares of stock of Merger Co. will be outstanding as a result of the merger.

Article 4. **Original of Agreement and Plan of Merger; Copy Availability.** An originally executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation, 8575 West 110th Street, Suite 318, Overland Park, KS 66210. A copy of the Agreement and Plan of Merger shall be furnished to any shareholder of Merger Co. or member of LLC on request and without cost.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Merger on behalf of the Surviving Corporation the day and year first above written.

Merger Co.:
RiverPoint Merger Co.

By *R. Peter Washington*

R. Peter Washington

President

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State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"RIVERPOINT GROUP, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "RIVERPOINT MERGER CO." UNDER THE NAME OF "RIVERPOINT GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF OCTOBER, A.D. 2001, AT 2:30 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 OCTOBER, A.D. 2001, AT 11:59 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1422590

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DATE: 11-01-01

RECORDED: 06/24/2003

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