

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/16/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
DIAD Incorporated		07/16/2003	CORPORATION: COLORADO

RECEIVING PARTY DATA

Name:	ONERAIN Incorporated
Street Address:	1531 Skyway Drive
Internal Address:	Unit D
City:	Longmont
State/Country:	COLORADO
Postal Code:	80504
Entity Type:	CORPORATION: COLORADO

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2332893	DIAD
Registration Number:	2612926	DIAD

CORRESPONDENCE DATA

Fax Number: (303)442-6593
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 303-442-6514
 Email: sledge@hbcboulder.com
 Correspondent Name: Carla Sledge
 Address Line 1: 921 Walnut Street, Suite 200
 Address Line 4: Boulder, COLORADO 80302

NAME OF SUBMITTER:	Carla W. Sledge
Signature:	/carla w sledge/

OP \$65.00 2332893

Date:

02/17/2006

Total Attachments: 4

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FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

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\$ 110.00
SECRETARY OF STATE
07-17-2003 16:23

(QUALIFIED SURVIVOR)
DPC-20001059336

ARTICLES OF MERGER

DIAD INCORPORATED, a Colorado corporation ("DIAD"), and NEXRAIN CORPORATION, a California corporation ("NEXRAIN"), execute Articles of Merger as follows:

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DPC
(QUAL-
NONSU)

1. Pursuant to a certain Agreement and Plan of Merger dated July 16, 2003 ("Merger Agreement"), by and between DIAD and NEXRAIN, DIAD and NEXRAIN shall merge. DIAD shall be the surviving corporation and the name of the surviving corporation shall be

ONERAIN INCORPORATED

2. The surviving corporation shall assume all obligations of NEXRAIN for California franchise tax.

3. The Merger Agreement provides that, by virtue of the merger, each issued and outstanding share of common stock, par value \$5.00 per share, of NEXRAIN shall be canceled and extinguished and automatically convert into the right to receive, upon surrender of the certificate representing each share, Two Hundred Fifty (250) shares of common stock, no par value, of ONERAIN Incorporated. Additionally, the Merger Agreement provides that, by virtue of the merger, each issued and outstanding share of common stock, no par value, of DIAD shall continue in full force and effect.

4. The Merger Agreement further provides that, by virtue of the merger, each outstanding option to purchase or acquire any capital stock of NEXRAIN, and any outstanding securities or indebtedness convertible into or exchangeable for capital stock of NEXRAIN, shall be cancelled and extinguished. Additionally, the Merger Agreement provides that, by virtue of the merger, each outstanding option, warrant or similar right to purchase or acquire any capital stock of DIAD shall continue in full force and effect.

5. On July 16, 2003, the Merger Agreement was adopted and approved by the shareholders of DIAD. The number of shares voted for the Merger Agreement by the shareholders of DIAD was sufficient for approval. The Merger Agreement was adopted and approved by the stockholders of NEXRAIN on July 16, 2003. The number of shares voted for the Merger Agreement by the stockholders of NEXRAIN was sufficient for approval.

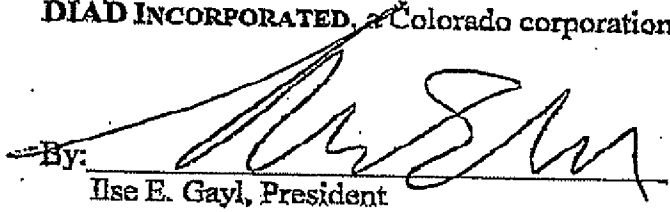
6. The principal office of the surviving corporation is 1531 Skyway Drive, Suite D, Longmont, CO 80504.

7. The name and address of the registered agent of the surviving corporation is: Ilse E. Gayl, 1531 Skyway Drive, Suite D, Longmont, CO 80504.

8. The Merger is to be effective (the "Effective Time") July 16, 2003.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 16th day of July, 2003.

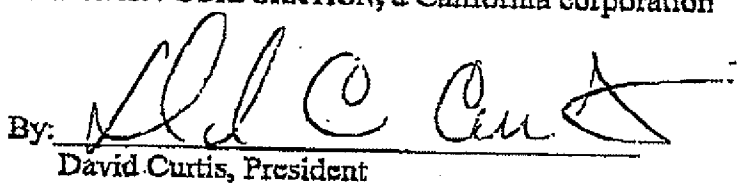
DIAD INCORPORATED, a Colorado corporation

By: 
Ilse E. Gayl, President

ATTEST:

Don Van Wie, Secretary

NEXRAIN CORPORATION, a California corporation

By: 
David Curtis, President

ATTEST:

Kathleen Curtis, Secretary

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 16th day of July, 2003.

DIAD INCORPORATED, a Colorado corporation

By: _____
Ilse E. Gayl, President

ATTEST:



Don Van Wie, Secretary

NEXRAIN CORPORATION, a California corporation

By: _____
David Curtis, President

ATTEST:

Kathleen Curtis, Secretary

Jul-16-03 05:01pm From-HUTCHINSON BLACK and COOK, LLC.
07/16/03 15:58 FAX 7247791418

3034426593

T-601 P.04/06 F-970
40 003

KINKUS REGIONAL OFFICE

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 16th day of July, 2003.

DIAD INCORPORATED, a Colorado corporation

By: _____
Ilse B. Gayl, President

ATTEST:

Don Van Wis, Secretary

NEXRAIN CORPORATION, a California corporation

By: _____
David Curtis, President

ATTEST:



Kathleen Curtis, Secretary