

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/08/2005		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
IMART INCORPORATED		11/08/2005	CORPORATION: MICHIGAN
<b>RECEIVING PARTY DATA</b>			
Name:	Smart Commerce, Inc.		
Street Address:	2530 Meridian Parkway, Second Floor		
City:	Durham		
State/Country:	NORTH CAROLINA		
Postal Code:	27713		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
Property Type	Number	Word Mark	
Registration Number:	2866661	ONEDOMAIN	
Registration Number:	2429214	IMART	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(919)821-6800		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9198211220		
Email:	gadams@smithlaw.com		
Correspondent Name:	Geoffrey W. Adams		
Address Line 1:	2500 Wachovia Capitol Center		
Address Line 4:	Raleigh, NORTH CAROLINA 27601		
ATTORNEY DOCKET NUMBER:	9757.1-GWA		
NAME OF SUBMITTER:	Geoffrey W. Adams		
Signature:	/gadams/		

OP \$65.00 2866661

Date:

10/16/2006

**Total Attachments: 5**

source=Smartmerger#page1.tif

source=Smartmerger#page2.tif

source=Smartmerger#page3.tif

source=Smartmerger#page4.tif

source=Smartmerger#page5.tif

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SMART COMMERCE, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF OCTOBER, A.D. 2005, AT 5:51 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE EIGHTH DAY OF NOVEMBER, A.D. 2005, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "SMART COMMERCE, INC.".



4041872 8100H

060940069

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5111983

DATE: 10-13-06

TRADEMARK

REEL: 003409 FRAME: 0654

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:29 PM 10/06/2005  
FILED 05:51 PM 10/06/2005  
SRV 050821149 - 4041872 FILE

**CERTIFICATE OF INCORPORATION**

**OF**

**SMART COMMERCE, INC.**

\*\*\*\*\*

**FIRST.** The name of the corporation (the "Corporation") is: Smart Commerce, Inc.

**SECOND.** The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

**THIRD.** The nature of the business of, and the purpose to be conducted or promoted by, the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH.** The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares of Common Stock, par value \$.001 per share.

**FIFTH.** No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damage for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the time this Article became effective.

**SIXTH.** The name and mailing address of the incorporator is as follows:

Joan A. Keston  
Smart Online, Inc.  
2530 Meridian Parkway  
2<sup>nd</sup> Floor  
Durham, North Carolina 27713

**THE UNDERSIGNED**, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, makes this Certificate, hereby declaring and certifying that this is his act and deed and the facts herein stated are true and, accordingly, has hereunto set his hand this 6<sup>th</sup> day of October, 2005.

  
\_\_\_\_\_  
Joan A. Keston

**CERTIFICATE OF MERGER**  
**OF**  
**IMART INCORPORATED, A MICHIGAN CORPORATION**  
**INTO**  
**SMART COMMERCE, INC., A DELAWARE CORPORATION**

**(UNDER SECTION 252 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE)**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** The name of the surviving corporation is Smart Commerce, Inc., a corporation organized under the laws of Delaware, and the name of the corporation being merged into this surviving corporation is iMart Incorporated, a corporation organized under the laws of Michigan.

**SECOND:** The Agreement of Merger and Plan of Reorganization between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of Delaware.

**THIRD:** The Certificate of Incorporation of Smart Commerce, Inc., a corporation organized under the laws of Delaware, shall be the Certificate of Incorporation of the surviving corporation after the Effective Time.

**FOURTH:** The effective date of this Certificate of Merger shall be November 8, 2005.

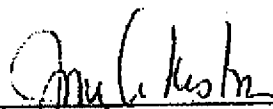
**FIFTH:** The executed Agreement of Merger and Plan of Reorganization is on file at the following principal place of business of the surviving corporation: 2530 Meridian Parkway, 2<sup>nd</sup> Floor, Durham, North Carolina 27713.

**SIXTH:** A copy of the Agreement of Merger and Plan of Reorganization will be furnished by the surviving corporation, on request and without cost, to any stockholder of either of the constituent corporations.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed this 8<sup>th</sup> day of November.

SMART COMMERCE, INC.

By:   
Name: IAN A. BOSTON  
Title: SECRETARY

Attest:

By:   
Name: SCOTT WHITAKER  
Title: TREASURER