

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/28/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
V COMMUNICATIONS, INC.		02/28/2005	CORPORATION: CALIFORNIA
AVANQUEST USA, LLC		02/28/2005	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	AVANQUEST PUBLISHING USA, LLC
Street Address:	2 Waters Park Drive
Internal Address:	Suite 150
City:	San Mateo
State/Country:	CALIFORNIA
Postal Code:	94403
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2507248	ELIBRIUM

CORRESPONDENCE DATA

Fax Number: (626)577-8800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 626795-9900
 Email: pto@cph.com
 Correspondent Name: Christie, Parker & Hale, LLP
 Address Line 1: 350 West Colorado Blvd.
 Address Line 2: Suite 500
 Address Line 4: Pasadena, CALIFORNIA 91105

ATTORNEY DOCKET NUMBER:	60856/N234
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CH \$40.00 2507248

NAME OF SUBMITTER:	Daniel R. Kimbell
Signature:	/Daniel R. Kimbell/
Date:	11/01/2007
Total Attachments: 5 source=60856-merger#page1.tif source=60856-merger#page2.tif source=60856-merger#page3.tif source=60856-merger#page4.tif source=60856-merger#page5.tif	

**AGREEMENT OF MERGER
OF
V COMMUNICATIONS, INC.
AND
AVANQUEST USA, LLC**

AGREEMENT OF MERGER entered into as of February 28, 2005, by V COMMUNICATIONS, INC., a California corporation, and AVANQUEST USA, LLC, a Delaware limited liability company, as approved by the Board of Directors of each of said entities:

1. Avanquest USA, LLC, which is a limited liability company formed in the State of Delaware, and which is sometimes hereinafter referred to as the "Disappearing Entity", shall be merged with and into V Communications, Inc., which is a corporation incorporated in the State of California, and which is sometimes hereinafter referred to as the "Surviving Corporation."

2. The separate existence of the Disappearing Entity shall cease upon the effective date of the merger in accordance with the provisions of the General Corporation Law of the State of California and the Limited Liability Company Act of the State of Delaware.

3. The Surviving Corporation shall continue its existence under the name "Avanquest Publishing USA, Inc." pursuant to the provisions of the General Corporation Law of the State of California.

4. The Articles of Incorporation of the Surviving Corporation as now in force and effect shall be the Articles of Incorporation of said Surviving Corporation except that Article First thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows upon the effective date of the merger:

"FIRST: The name of the Corporation is Avanquest Publishing USA, Inc."

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of California.

5. The bylaws of the Surviving Corporation upon the effective date of the merger shall be the bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of California.

6. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

7. Each issued unit of membership interest of the Disappearing Entity shall, upon the effective date of the merger, be cancelled. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner or any consideration be paid therefor, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

8. The Agreement of Merger herein entered into and approved shall be submitted to the sole member entitled to vote thereon of the Disappearing Entity and of sole shareholder entitled to vote thereon of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of California and the Limited Liability Company Act of the State of Delaware.


9. In the event that this Agreement of Merger shall have been approved by the sole member entitled to vote thereon of the Disappearing Entity and of the sole shareholder entitled to vote thereon of the Surviving Corporation in the manner prescribed by the provisions of the General Corporation Law of the State of California and the Limited Liability Company Act of the State of Delaware, the Disappearing Entity and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

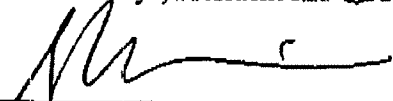
10. The Board of Directors and the proper officers of the Disappearing Entity and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

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Signed as of February 28, 2005


AVANQUEST USA, LLC.


By: 
Christina Seelye, President and CEO

By: 
Sharon Chiu, Assistant Secretary

Signed as of February 28, 2005

V COMMUNICATIONS INC.

By: 
Christina Seelye, President and CEO

By: 
Sharon Chiu, Assistant Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

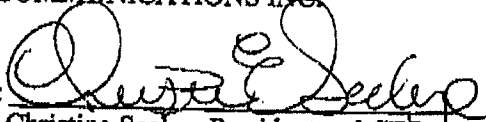
Christina Seelye and Sharon Chiu state and certify that:


1. They are the President and Assistant Secretary, respectively, of V Communications, Inc., a California corporation.
2. The agreement of merger in the form attached was duly approved by the Board of Directors and sole shareholder of the corporation.
3. The corporation has only one class of shares and the total number of outstanding shares is One Hundred (100).
4. The shareholder percentage vote required for the aforesaid approval was a majority.
5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the Town of San Mateo in the State of California, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that she signed the foregoing certificate in the official capacity set forth beneath her signature, and that the statements set forth in said certificate are true of her own knowledge.

Signed on February 28, 2005:

V COMMUNICATIONS INC.

By: 
Christina Seelye, President and CEO

By: 
Sharon Chiu, Assistant Secretary



State of California
Kevin Shelley
Secretary of State

LIMITED LIABILITY COMPANY
CERTIFICATE OF MERGER

(Corporations Code Section 17552)

Filing Fee - Please see instructions.
IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. Name of surviving entity: V Communications Inc.
2. Type of entity: Corporation
3. Secretary of State File Number: C1526262
4. Jurisdiction: California

5. Name of disappearing entity: Avanquest USA, LLC
6. Type of entity: LLC
7. Secretary of State File Number: 200233910061
8. Jurisdiction: Delaware

9. Future effective date, if any: Month Day Year

10. If a vote was required pursuant to Section 17551 or Section 1113, enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required: Surviving Entity, Disappearing Entity

11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required.

SECTION 12 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, COMPLETE ITEM 12 AND PROCEED TO ITEM 15.

12. Requisite changes to the information set forth in the Articles of Organization of the surviving limited liability company resulting from the merger. Attach additional pages if necessary.

SECTIONS 13 AND 14 ARE APPLICABLE IF THE SURVIVING ENTITY IS A FOREIGN LIMITED LIABILITY COMPANY OR OTHER BUSINESS ENTITY, COMPLETE ITEMS 13 AND 14.

13. Principal business address of the surviving foreign limited liability company or other business entity: Address, City, State, Zip Code

14. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary.

15. Number of pages attached, if any:

16. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.

Signatures and dates of authorized persons for the surviving and disappearing entities, including Christina Seelye and Sharon Chiu.