

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/04/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TechnoBrands, Inc.		03/04/2009	CORPORATION: VIRGINIA

RECEIVING PARTY DATA

Name:	firstSTREET for Boomers and Beyond, Inc.
Street Address:	1998 Ruffin Mill Road
City:	Colonial Heights
State/Country:	VIRGINIA
Postal Code:	23834
Entity Type:	CORPORATION: VIRGINIA

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	3383086	PERFECT READER
Registration Number:	3205808	TV EYES
Registration Number:	3165269	STUFFTALK
Registration Number:	3165239	RVROADS
Registration Number:	3059070	MIRACLE PHONE
Registration Number:	3045069	SEE IT HERE FIRST
Registration Number:	3037718	FIRSTSTREET
Registration Number:	2811958	BALANCED SPECTRUM
Registration Number:	3624381	EASY CLIMBER
Registration Number:	3614183	DESIGNED FOR SENIORS
Serial Number:	77231829	AGING IN YOUR HOME
Serial Number:	77502646	AGING IN THE HOME
Registration Number:	3562746	NOVEL READER

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Serial Number:	77614212	BALANCED SPECTRUM
Serial Number:	77503289	MY PARENTS FIRST PERSONAL COMPUTER
Serial Number:	77437171	LP SAVER
Registration Number:	3417558	ORIGINAL DIALOGUE
Registration Number:	3417072	MATURINGVIEW
Registration Number:	3417070	FOR BOOMERS AND BEYOND
Registration Number:	2465441	TECHNOSCOUT
Registration Number:	2863035	TECHNOBRANDS

CORRESPONDENCE DATA

Fax Number: (804)698-5142
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 8046971278
Email: trademarks@troutmansanders.com
Correspondent Name: Robert L. Brooke
Address Line 1: 600 Peachtree Street, N.E., Suite 5200
Address Line 2: Bank of America Plaza
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ATTORNEY DOCKET NUMBER:	018295.16
NAME OF SUBMITTER:	Robert L. Brooke
Signature:	/Robert L. Brooke/
Date:	06/25/2009

Total Attachments: 7
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ARTICLES OF MERGER

merging

**TECHNOBRANDS, INC.,
a Virginia corporation**

with and into

**FIRSTSTREET FOR BOOMERS AND BEYOND, INC.,
a Virginia corporation**

Pursuant to the provisions of Section 13.1-720 of the Virginia Stock Corporation Act (the "Act"), TechnoBrands, Inc., a Virginia corporation (the "Merging Corporation"), and firstSTREET for Boomers and Beyond, Inc., a Virginia corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger:

I.

The Agreement and Plan of Merger (the "Plan"), pursuant to which the Company will merge with and into the Purchaser (the "Merger"), is attached hereto as Exhibit A and made a part hereof.

II.

In accordance with the Virginia Stock Corporation Act, the Board of Directors of the Merging Corporation approved the Plan via unanimous written consent, effective as of February 13, 2009, and submitted the Plan to the shareholders of the Merging Corporation for their approval by written consent as permitted by Article III and Article V of the Merging Corporation's Third Amended and Restated Articles of Incorporation and Section 13.1-657 of the Act. The Plan was approved by the written consent of the Merging Corporation's shareholders, effective March 4, 2009.

The designation, number of outstanding shares and number of votes entitled to be cast by each voting group entitled to vote on the Plan were:

<u>Designation</u>	<u>No. of Outstanding Shares</u>	<u>No. of Votes Entitled to be Cast</u>
Senior Convertible Preferred Stock, no par value per share (the "Senior Preferred Stock")	27,653,631	27,653,631

The Plan was adopted pursuant to Section 13.1-657 of the Act, Article III, Section C and Article III, Section D(2) of the Merging Corporation's Third Amended and Restated Articles of Incorporation (the "Old Articles") by the

shareholders of the Merging Corporation entitled to vote thereon, voting as a single class pursuant to Section 13.1-718 of the Act and to Article III Section C and Article III, Section D(2) of the Old Articles, effective as of March 4, 2009. In accordance with Article III, Section C and Article III Section D(2) of the Old Articles, the Plan was adopted by holders of at least two-thirds of the outstanding shares of the Senior Preferred Stock, voting as a separate class. The Merging Corporation has no other series or class of capital stock issued and outstanding other than the Senior Preferred Stock. There were 27,358,576 undisputed votes cast for the Plan, representing a sufficient number of votes necessary to approve the Plan.

III.

On March 4, 2009, the Board of Directors of the Surviving Corporation approved the Plan via unanimous written consent and submitted the Plan to the sole shareholder of the Surviving Corporation for its approval by written consent as permitted by Article III and Article V of the Purchaser's Articles of Incorporation and Section 13.1-657 of the Act. The Plan was approved and adopted by the sole shareholder of the Surviving Corporation by written consent, effective as of March 4, 2009.


IV.

Pursuant to Section 13.1-606 of the Virginia Stock Corporation Act, the effective time of the Merger shall be 11:59 p.m. on March 4, 2009.


{Signature Page Follows}

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have caused these Articles of Merger to be executed in accordance with the laws of the Commonwealth of Virginia on this 4th day of March, 2009.

TECHNOBRANDS, INC.

By: 
Name: MR Gergen
Title: President

firstSTREET for Boomers and Beyond, Inc.

By: 
Name: MR Gergen
Title: President

{Signature Page to Articles of Merger}

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of this 4th day of March, 2009 by and between firstSTREET for Boomers and Beyond, Inc., a Virginia corporation (the "Surviving Corporation"), and TechnoBrands, Inc., a Virginia corporation (the "Merging Corporation").

WHEREAS, the Surviving Corporation is a wholly-owned subsidiary of the Merging Corporation; and

WHEREAS, the Board of Directors and the shareholders of the Surviving Corporation and the Merging Corporation have approved the merger of the Merging Corporation with and into the Surviving Corporation by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, the Merging Corporation and the Surviving Corporation agree as follows:

1. *Merger.* At the Effective Time (as defined below), the Merging Corporation shall be merged with and into the Surviving Corporation (the "Merger") in accordance with the provisions of Article 12 of the Virginia Stock Corporation Act (the "VSCA"); the Surviving Corporation shall be and continue in existence as the surviving corporation and the separate corporate existence of the Merging Corporation shall cease.

2. *Effective Time.* Pursuant to Section 13.1-606 of the VSCA, the effective time and date of the Merger shall be at 11:59 p.m. Richmond, Virginia time on March 4, 2009 (the "Effective Time").

3. *Effect of Merger on Outstanding Shares.*

(a) At the Effective Time, each issued and outstanding share of capital stock of the Surviving Corporation, all of which is held by the Merging Corporation, shall be cancelled and no consideration shall be delivered or deliverable in exchange therefor.

(b) At the Effective Time: (i) each issued and outstanding share of the Merging Corporation's Common Stock, having no par value per share (the "Merging Common"), shall be cancelled and no consideration shall be delivered or deliverable in exchange therefor; and (ii) each issued and outstanding share of the Merging Corporation's Senior Convertible Preferred Stock, having no par value per share (the "Merging Preferred"), shall be converted into one validly issued, fully paid and nonassessable share of the Surviving Corporation's Series A Convertible Preferred Stock, having no par value per share (the "Surviving Preferred").

(c) No certificates or scrip representing fractional shares of the Surviving Preferred shall be issued, and no holder of shares of Merging Preferred shall be entitled to any voting rights, rights to receive any dividends or distributions or other rights as a stockholder of the Surviving Corporation that would otherwise be issued as fractional shares to such stockholder. In lieu of any fractional shares of stock that would otherwise be issued, each stockholder that

would have been entitled to receive a fractional share of the Surviving Preferred shall, upon proper surrender of such person's certificates representing shares of Merging Preferred, receive a cash payment equal to the product of such fraction multiplied by the fair value of a share of Surviving Preferred as determined by the board of directors of the Surviving Corporation.


4. *Articles of Incorporation and Bylaws.* The Articles of Incorporation and Bylaws of the Surviving Corporation in effect as of the Effective Time shall continue (until amended or repealed as provided by applicable law) to be the Articles of Incorporation and Bylaws of the Surviving Corporation after the Effective Time.

5. *Amendment.* This Agreement and Plan of Merger may be amended prior to the Effective Date by written agreement of the Surviving Corporation and the Merging Corporation.


{SIGNATURE PAGE FOLLOWS}

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have caused this Agreement and Plan of Merger to be executed as of the day and year first written above.

TECHNOBRANDS, INC.

By: 
Name: *M. L. Gannon*
Title: *President*

firstSTREET for Boomers and Beyond, Inc.

By: 
Name: *M. L. Gannon*
Title: *President*

{SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER}