

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																										
NATURE OF CONVEYANCE:	MERGER																										
EFFECTIVE DATE:	01/01/2009																										
CONVEYING PARTY DATA																											
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>BAILEY SALES CORPORATION</td> <td></td> <td>01/01/2009</td> <td>CORPORATION: TENNESSEE</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	BAILEY SALES CORPORATION		01/01/2009	CORPORATION: TENNESSEE																
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PROPERTY NUMBERS Total: 5																											
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Registration Number:	3119809	ONE 10 COMPANY GIVING 110% EVERY DAY																									
CORRESPONDENCE DATA																											
Fax Number:	(865)523-4478																										
Phone:	(865) 546-4305																										
Email:	RRobinson@LNG-Patent.com																										
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>																											
Correspondent Name:	LUEDEKA NEELY GROUP, P.C.																										
Address Line 1:	P.O. Box 1871																										
Address Line 4:	Knoxville, TENNESSEE 37901																										

CH \$140.00 2461099

ATTORNEY DOCKET NUMBER:	67918.00 TM MERGER TO BIC
NAME OF SUBMITTER:	Michael E. Robinson
Signature:	/michael e robinson/
Date:	03/21/2012
<b>Total Attachments: 7</b> source=6791800-topto-20120321-Articles_Of_Merger_BSC_into_BICTN#page1.tif source=6791800-topto-20120321-Articles_Of_Merger_BSC_into_BICTN#page2.tif source=6791800-topto-20120321-Articles_Of_Merger_BSC_into_BICTN#page3.tif source=6791800-topto-20120321-Articles_Of_Merger_BSC_into_BICTN#page4.tif source=6791800-topto-20120321-Articles_Of_Merger_BSC_into_BICTN#page5.tif source=6791800-topto-20120321-Articles_Of_Merger_BSC_into_BICTN#page6.tif source=6791800-topto-20120321-Articles_Of_Merger_BSC_into_BICTN#page7.tif	

SHERRY WITT  
REGISTER OF DEEDS  
KNOX COUNTY

**FILED** 37  
RECEIVED  
STATE OF TENNESSEE  
RILEY DANIELL  
SECRETARY OF STATE  
2008 DEC 29 PM 3:46

6414.0289

**ARTICLES OF MERGER**

of

**BAILEY SALES CORPORATION**  
(a Tennessee corporation)

into

**BAILEY INTERNATIONAL CORPORATION**  
(a Tennessee corporation)

Pursuant to the provisions of Sections 48-21-105 and 48-21-107 of the Tennessee Business Corporation Act (the "Act"), the undersigned corporations execute the following Articles of Merger for the purpose of merging Bailey Sales Corporation ("**Subsidiary**") with and into Bailey International Corporation ("**Parent**");

1. The name and jurisdiction of each entity which is a party to the merger are:
  - (a) Bailey Sales Corporation  
Tennessee  
Control Number 0116360
  - (b) Bailey International Corporation  
Tennessee  
Control Number 0377454

2. Subsidiary is a wholly-owned subsidiary of Parent. The surviving entity shall be Parent, a Tennessee corporation.

3. The Plan of Merger, attached hereto as **Exhibit A** (the "**Plan of Merger**"), was unanimously adopted and approved by the directors and shareholders of Parent on December 29, 2008.


4. Approval of the merger by the shareholder of Subsidiary is not required by Chapter 21 of the Act. The Plan of Merger was duly adopted and approved by the board of directors of Subsidiary on December 29, 2008.

5. The sole shareholder of Subsidiary has waived its right to receive a copy of the Plan of Merger pursuant to Section 48-21-105(d) of the Act.

6. The merger is to be effective as of January 1, 2009.

7. The name of the Surviving Entity shall be changed to Bailey Sales Corporation.

[Signatures on following page]

  
 Knox County Page: 1 of 5  
 REC'D FOR REC 01/02/2009 12:12:17PM  
 RECORD FEE: \$7.00  
 M. TAX: \$0.00 T. TAX: \$0.00  
**200901020040890**

Executed this 29<sup>th</sup> day of December, 2008.

BAILEY SALES CORPORATION,  
a Tennessee corporation

By: \_\_\_\_\_

Adrian D. Bailey  
Chief Executive Officer

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STATE OF TENNESSEE  
RILEY DARNALL  
SECRETARY OF STATE

2008 DEC 29 PM 3:46

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BAILEY INTERNATIONAL CORPORATION,  
a Tennessee corporation

By: \_\_\_\_\_

Adrian D. Bailey  
Chief Executive Officer



6414.0291

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RILEY DARRHILL  
SECRETARY OF STATE

**EXHIBIT A**  
**Plan of Merger**  
**(attached)**



Page: 3 OF 5

200901020040890

614073.1

**TRADEMARK**  
**REEL: 004740 FRAME: 0475**

**PLAN OF MERGER**  
**of**  
**BAILEY SALES CORPORATION**  
**(a Tennessee corporation)**  
**into**  
**BAILEY INTERNATIONAL CORPORATION**  
**(a Tennessee corporation)**

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STATE OF TENNESSEE  
RILEY DANIELL  
SECRETARY OF STATE  
2008 DEC 29 PM 3:46

5414.0292

This Plan of Merger (the "**Plan**") is made and entered into this 29<sup>th</sup> day of December, 2008, by and between BAILEY SALES CORPORATION ("**Subsidiary**"), a Tennessee corporation, and BAILEY INTERNATIONAL CORPORATION ("**Parent**"), a Tennessee corporation, pursuant to Section 48-21-105 of the Tennessee Business Corporation Act.

WHEREAS, Parent is the record holder and owner of all of the issued and outstanding voting shares of capital stock of Subsidiary; and

WHEREAS, the parties hereto wish to provide for the merger of Subsidiary with and into Parent (the "**Merger**"), pursuant to which Parent will be the surviving entity upon the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the foregoing premises and the mutual terms, covenants and conditions hereinafter set forth, the parties hereto agree as follows:

**1. Merger and Effect of Merger.**

(a) The parties to the Merger are Parent and Subsidiary.

(b) At the Effective Date (as defined in **Section 3** hereof), Subsidiary shall be merged with and into Parent, and the separate existence of Subsidiary shall thereupon cease. Parent shall be the "**Surviving Entity**" in the Merger and, with all its purposes, objects, rights, privileges, powers, and franchises, shall continue unaffected and unimpaired by the Merger.

(c) The Surviving Entity shall succeed to all of the rights, privileges, and powers of Parent and Subsidiary, all of the properties and assets of Parent and Subsidiary, and all of the debts, choses in action, and other interests due or belonging to Parent and Subsidiary and shall be subject to, and responsible for, all of the debts, liabilities, obligations and duties of Parent and Subsidiary to the extent required by the laws of the State of Tennessee.

(d) If, at any time after the Effective Date, the Surviving Entity shall consider or be advised that any deeds, bills of sale, assignments, assurances, or any other actions or things are necessary or desirable to vest, perfect, or confirm of record or otherwise in the Surviving Entity its right, title, or interest in, to, or under any of the rights, properties, or assets of Parent or Subsidiary acquired or to be acquired by the Surviving Entity as a result of or in connection with

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STATE OF TEXAS

2009 DEC 29 PM 3:46

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SECRETARY OF STATE

6414-0293

the Merger, or to otherwise carry out this Plan, the officers of the Surviving Entity shall be authorized to execute and deliver, in the name and on behalf of the parties hereto or otherwise, all such deeds, bills of sale, assignments, and assurances and to take and do, in the name and on behalf of the parties hereto or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect, or confirm any and all right, title, and interest in, to, and under such rights, properties, or assets in the Surviving Entity, or to otherwise carry out this Plan.

(e) The Charter and Bylaws of Parent, as existing and constituted immediately prior to the Effective Date, shall be and constitute the Charter and Bylaws of the Surviving Entity. The Charter shall be amended as set forth in Section 3 below.

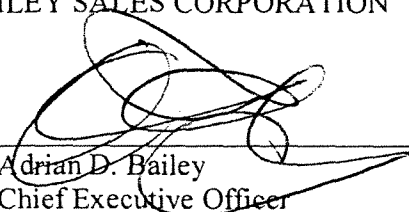
2. **Conversion of Interests.** As of the Effective Date all shares of Subsidiary shall be cancelled and extinguished in all respects.

3. **Name Change.** The name of the Surviving Entity, "Bailey International Corporation," shall be changed as of the Effective Date to "Bailey Sales Corporation."

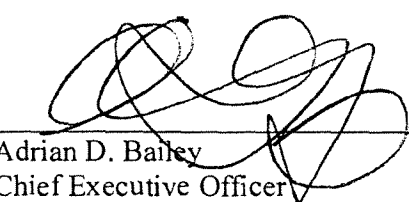
4. **Effective Date.** As used in this Plan, the "Effective Date" shall be January 1, 2009.

IN WITNESS WHEREOF, the parties hereto have executed this Plan as of the date first above written.

BAILEY SALES CORPORATION

By:   
Adrian D. Bailey  
Chief Executive Officer

BAILEY INTERNATIONAL CORPORATION

By:   
Adrian D. Bailey  
Chief Executive Officer

Page: 5 OF 5  
200901020040890

**Secretary of State**  
**Division of Business Services**  
**312 Eighth Avenue North**  
**6th Floor, William R. Snodgrass Tower**  
**Nashville, Tennessee 37243**

DATE: 12/29/08  
REQUEST NUMBER: 6414-0289  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 12/29/08 1546  
EFFECTIVE DATE/TIME: 01/01/09 1630  
CONTROL NUMBER: 0377454

TO:  
CFS  
8161 HWY 100,172  
NASHVILLE, TN 37221

RE:  
BAILEY SALES CORPORATION  
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

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FOR: ARTICLES OF MERGER

ON DATE: 12/29/08

FROM:  
CAPITAL FILING SERVICE (CFS)  
8161 HIGHWAY 100  
#172  
NASHVILLE, TN 37221-0000

	FEE	
RECEIVED:	\$100.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$100.00

RECEIPT NUMBER: 00004507723  
ACCOUNT NUMBER: 00101230



SS-4458

RECORDED: 03/21/2012

*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE  
TRADEMARK

REEL: 004740 FRAME: 0478