

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Aric Holdings, Inc.		06/11/2012	CORPORATION: OREGON

RECEIVING PARTY DATA

Name:	Xplane Corp.
Doing Business As:	Aric Holdings, Inc.
Street Address:	411 SW 6th Ave.
City:	Portland
State/Country:	OREGON
Postal Code:	97204
Entity Type:	CORPORATION: OREGON

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2861218	
Registration Number:	2893810	PICTONICS
Registration Number:	2758887	THE VISUAL THINKING COMPANY
Registration Number:	2829816	THE VISUAL THINKING COMPANY
Registration Number:	2758888	THE VISUAL THINKING COMPANY
Registration Number:	2653625	XPLANATIONS
Registration Number:	2149002	XPLANE
Registration Number:	2686820	XPLANE
Registration Number:	2870457	XPLANE
Registration Number:	2880269	VP OF NO
Registration Number:	2893861	VP OF NO
Registration Number:	2880303	VP OF NO
Registration Number:	2863653	VP OF NO

OP \$340.00 2861218

CORRESPONDENCE DATA

Fax Number: 5039723877

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 5038022177

Email: chris.erickson@tonkon.com

Correspondent Name: Christopher Erickson

Address Line 1: 888 SW 5th Ave.

Address Line 2: 1600 Pioneer Tower

Address Line 4: Portland, OREGON 97204

ATTORNEY DOCKET NUMBER:	36048-1
NAME OF SUBMITTER:	Christopher D. Erickson
Signature:	/Christopher D. Erickson/
Date:	06/20/2012

Total Attachments: 3

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Restated Articles of Incorporation - Business/Professional

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

FILED

JUN 11 2012

OREGON SECRETARY OF STATE For office use only

REGISTRY NUMBER: 861939-93

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

- 1) NAME OF CORPORATION: Aric Holdings, Inc.
2) NEW NAME OF THE CORPORATION: (if changed) XPlane Corp.
3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED: [X]

4) CHECK THE APPROPRIATE STATEMENT:

- Unchecked boxes for statements regarding amendments requiring shareholder approval.

The vote of the shareholders was as follows:

Table with 5 columns: Class or series of shares, Number of shares outstanding, Number of votes entitled to be cast, Number of votes cast FOR, Number of votes cast AGAINST.

- Checked box: The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles.

5) EXECUTION: (Must be signed by at least one officer or director.) By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: [Handwritten Signature] Printed Name: Aric Wood Title: Incorporator

XPLANE CORP.



86193993-13578924 RSTART

FEES

Required Processing Fee \$100
Processing Fees are nonrefundable Please make check payable to 'Corporation Division.'
Free copies are available at FilingInOregon.com using the Business Name Search program.

**STATE OF OREGON
CORPORATION DIVISION**
255 Capitol St. NE, Suite 151
Salem, Oregon 97310-1327

Registry No. 861939-93

XPLANE CORP.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation of Aric Holdings, Inc. and all amendments thereto.

ARTICLE 1

The name of the corporation is XPlane Corp. (the "Corporation").

ARTICLE 2

The number of shares the Corporation will have authority to issue is 100,000,000 shares of common stock, with no par value.

ARTICLE 3

The name and business mailing address of the initial registered agent is:

TT Administrative Services, LLC
1600 Pioneer Tower
888 SW Fifth Avenue
Portland, OR 97204-2099

ARTICLE 4

The name and business mailing address of the incorporator is:

Aric Wood
7501 NW Skyline Boulevard
Portland, OR 97229

ARTICLE 5

The address where the Division may mail notices is:

TT Administrative Services, LLC
1600 Pioneer Tower
888 SW Fifth Avenue
Portland, OR 97204-2099

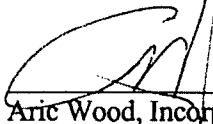
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ARTICLE 6

A. The Corporation will indemnify to the fullest extent permitted by law any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. The Corporation may indemnify to the fullest extent permitted by law any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was an officer, employee or agent of the Corporation. Any indemnification provided pursuant to this Article 6 will not be exclusive of any rights to which the person indemnified may otherwise be entitled under any provision of articles of incorporation, bylaw, agreement, statute, policy of insurance, vote of shareholders or board of directors, or otherwise.

B. To the fullest extent permitted by law, no director of the Corporation will be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director. Without limiting the generality of the preceding, if after this Article 6 becomes effective the Oregon Revised Statutes are amended to authorize corporate action further eliminating or limiting the personal liability of directors of the Corporation, then the liability of directors of the Corporation will be eliminated or limited to the fullest extent permitted by the Oregon Revised Statutes, as so amended.

C. No amendment or repeal of this Article 6, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article 6, nor a change in the law will adversely affect any right or protection that is based upon this Article 6 and that pertains to conduct that occurred prior to the time of such amendment, repeal, adoption or change. No change in the law will reduce or eliminate the rights and protections set forth in this Article 6 unless the change in the law specifically requires such reduction or elimination.


Aric Wood, Incorporator

Person to contact about this filing:

James Hein
Tonkon Torp LLP
1600 Pioneer Tower
888 SW Fifth Avenue
Portland, OR 97204
503.802.2129

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