

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/19/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SilverPlume Ratings Solutions, Inc.		10/13/2009	CORPORATION: NEBRASKA

RECEIVING PARTY DATA

Name:	Vertafore, Inc.
Street Address:	11831 North Creek Parkway North
City:	Bothell
State/Country:	WASHINGTON
Postal Code:	98011
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	1237819	PRIORITY
Registration Number:	2406121	PRIORITYRATE
Registration Number:	2438281	SHOP THE LIMITS
Registration Number:	2504009	PRIORITY-QUOTE
Registration Number:	2820324	SPEED RATER
Registration Number:	2906930	PRIORITY AGENCY

CORRESPONDENCE DATA

Fax Number: (207)791-1350
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 207-791-1100
 Email: trademark@pierceatwood.com
 Correspondent Name: Peter J. Guffin, Esq.
 Address Line 1: One Monument Square
 Address Line 2: Pierce Atwood LLP

CH \$165.00 1237819

900152815

**TRADEMARK
 REEL: 004136 FRAME: 0072**

Address Line 4: Portland, MAINE 04101-1110

ATTORNEY DOCKET NUMBER:

21397-8476

NAME OF SUBMITTER:

Peter J. Guffin

Signature:

/Peter J. Guffin/

Date:

01/22/2010

Total Attachments: 14

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ARTICLES OF MERGER
OF
SILVERPLUME RATINGS SOLUTIONS, INC.
AND
VERTAFORE, INC.

To the Secretary of State
State of Nebraska

Pursuant to the provisions of the Business Corporation Act of the State of Nebraska governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following articles of merger:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Nebraska, and which is subject to the provisions of the Business Corporation Act of the State of Nebraska, is SilverPlume Ratings Solutions, Inc. ("SilverPlume Ratings").
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is Vertafore, Inc. (the "Corporation").
3. The number of outstanding shares of SilverPlume Ratings is 6,600, all of which are of one class, and all of which are owned by the Corporation.
4. The following is the Plan of Merger for merging SilverPlume Ratings into the Corporation as approved by resolution of the Board of Directors of the Corporation. Approval by the shareholders was not required pursuant to Section 21-20,131 of the Business Corporation Act of the State of Nebraska.

FIRST: The name of the surviving corporation is Vertafore, Inc. (as such, the "Surviving Corporation"). The name of the disappearing corporation is SilverPlume Ratings Solutions, Inc.

SECOND: The Merger shall be effective under the applicable provisions of the Delaware General Corporation Law and the Business Corporation Act of the State of Nebraska upon the filing of the Certificate of Merger with the Secretary of State of Delaware, and the Articles of Merger with the Nebraska Secretary of State, respectively (the "Effective Date"). Upon the Merger, the corporate existence of Vertafore, Inc., with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of SilverPlume Ratings, with all its purposes, powers and objects, shall be merged with and into Vertafore, Inc., and Vertafore, Inc., as the Surviving Corporation, shall be fully vested therewith. The separate existence and corporate organization of SilverPlume Ratings shall cease as of the Effective Date.

THIRD: Pursuant to Section 253 of the Delaware General Corporation Law and Section 21-20, 131 of Business Corporations Act of the State of Nebraska, on July 23, 2009, the Board of Directors of Vertafore, Inc. and the Board of Directors of SilverPlume Ratings have duly adopted and approved the Merger.

FOURTH: As of the Effective Date, all the issued and outstanding shares of common stock of SilverPlume Ratings, by virtue of the Merger and without any action by the holder thereof, shall be cancelled, and the issued and outstanding shares of common stock of Vertafore, Inc. shall continue to be issued and outstanding.

FIFTH: From and after the Effective Date, the Certificate of Incorporation of Vertafore, Inc. shall not be amended in any respect by reason of this Plan of Merger.

SIXTH: The Board of Directors and the proper officers of the Corporation 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 Plan of Merger or of the Merger herein provided for.

SEVENTH: The Corporation is the owner of all of the issued shares of SilverPlume Ratings, and the Corporation waived the mailing of a copy of the Plan of Merger."

[Remainder of page intentionally left blank. Signature page follows.]

Executed on October 13, 2009

VERTAFORE, INC.

By 

Name: John Morrow

Title: Senior Vice President, General Counsel
and Secretary

SILVERFLUME RATINGS SOLUTIONS, INC.

By 

Name: John Morrow

Title: Vice President and Secretary

089275, 000001, 102850623.4

TRADEMARK
REEL: 004136 FRAME: 0076

PLAN OF MERGER
OF
SILVERPLUME RATINGS SOLUTIONS, INC.
AND
VERTAFORE, INC.

THIS PLAN OF MERGER, dated as of ~~October 15~~ ^{October 15}, 2009, by and between Vertafore, Inc., a Delaware corporation, and SilverPlume Ratings Solutions, Inc., a Nebraska corporation ("SilverPlume Ratings"). Pursuant to Section 253 of the Delaware General Corporation Law and Section 21-20,134 of the Business Corporations Act of the State of Nebraska, the parties hereby agree that SilverPlume Ratings shall merge with and into Vertafore, Inc. (the "Merger") according to the terms set forth below:

FIRST: The name of the surviving corporation is Vertafore, Inc. (as such, the "Surviving Corporation"). The name of the disappearing corporation is SilverPlume Ratings Solutions, Inc.

SECOND: The Merger shall be effective under the applicable provisions of the Delaware General Corporation Law and the Business Corporation Act of the State of Nebraska upon the filing of the Certificate of Merger with the Secretary of State of Delaware, and the Articles of Merger with the Nebraska Secretary of State, respectively (the "Effective Date"). Upon the Merger, the corporate existence of Vertafore, Inc., with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of SilverPlume Ratings, with all its purposes, powers and objects, shall be merged with and into Vertafore, Inc., and Vertafore, Inc., as the Surviving Corporation, shall be fully vested therewith. The separate existence and corporate organization of SilverPlume Ratings shall cease as of the Effective Date.

THIRD: Pursuant to Section 253 of the Delaware General Corporation Law and Section 21-20, 131 of Business Corporations Act of the State of Nebraska, on July 23 2009, the Board of Directors of Vertafore, Inc. and the Board of Directors of SilverPlume Ratings have duly adopted and approved the Merger.

FOURTH: As of the Effective Date, all the issued and outstanding shares of common stock of SilverPlume Ratings, by virtue of the Merger and without any action by the holder thereof, shall be cancelled, and the issued and outstanding shares of common stock of Vertafore, Inc. shall continue to be issued and outstanding.

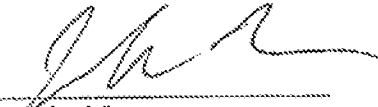
FIFTH: From and after the Effective Date, the Certificate of Incorporation of Vertafore, Inc. shall not be amended in any respect by reason of this Plan of Merger.

SIXTH: The Board of Directors and the proper officers of the Corporation 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 Plan of Merger or of the Merger herein provided for.

SEVENTH: The Corporation is the owner of all of the issued shares of SilverPlume Ratings, and the Corporation waived the mailing of a copy of the Plan of Merger.

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be executed on its behalf by its duly authorized officers or managers, as of the day and year first written above.

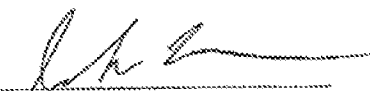
VERTAFORE, INC.

By: 

Name: John Morrow

Title: Senior Vice President, General Counsel
and Secretary

SILVERPLUME RATINGS SOLUTIONS, INC.

By: 

Name: John Morrow

Title: Vice President and Secretary

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AMS CONNECTIVITY SERVICES, INC.", A CALIFORNIA CORPORATION,

"CIS SOLUTIONS, INC.", A DELAWARE CORPORATION,

"INSTAR CORPORATION", A DELAWARE CORPORATION,

"SILVERPLUME RATINGS SOLUTIONS, INC.", A NEBRASKA CORPORATION,

"SILVERPLUME REFERENCE SYSTEMS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "VERTAFORE, INC." UNDER THE NAME OF "VERTAFORE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF OCTOBER, A.D. 2009, AT 6:49 O'CLOCK P.M.

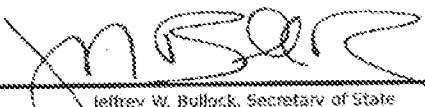
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2079636 8100M

090932778



You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7583420

DATE: 10-14-09

TRADEMARK
REEL: 004136 FRAME: 0079

CERTIFICATE OF OWNERSHIP AND MERGER

OF

Instar Corporation, a Delaware corporation
Silverplume Reference Systems, Inc., a Delaware corporation
CIS Solutions, Inc., a Delaware corporation
AMS Connectivity Services, Inc, a California corporation
SilverPlume Ratings Solutions, Inc., a Nebraska corporation

INTO

Vertafore, Inc., a Delaware corporation

It is hereby certified that pursuant to Title 8, Section 253 of the Delaware General Corporation Law (the "DGCL"), the undersigned Corporation organized and existing under and by virtue of the DGCL executed the following Certificate and Ownership of Merger:

1. Vertafore, Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of common stock of the following entities:
 - Instar Corporation, a Delaware corporation, incorporated on October 3, 2000;
 - Silverplume Reference Systems, Inc., a Delaware corporation, incorporated on December 5, 1988;
 - CIS Solutions, Inc., a Delaware corporation, incorporated on November 9, 2004;
 - AMS Connectivity Services, Inc. a California corporation, incorporated on February 22, 2001; and
 - SilverPlume Ratings Solutions, Inc., a Nebraska corporation, incorporated on March 16, 1979 (each a "Merging Entity" and collectively, the "Merging Entities").
3. The California Corporations Code and the Business Corporations Act of the State of Nebraska permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges the Merging Entities into the Corporation.
5. Attached as Exhibit A is a copy of the resolutions adopted on July 25 2009 by the Board of Directors of the Corporation to merge the said Merging Entities into the Corporation.

Executed on October 13, 2009

VERTAFORE, INC.

By: 

Name: John Morrow

Title: Senior Vice President, General Counsel
and Secretary

CERTIFICATE OF OWNERSHIP AND MERGER

EXHIBIT A
RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS OF VERTAFORE, INC.

MERGER OF DELAWARE SUBSIDIARIES

WHEREAS, the Corporation owns of record and beneficially one hundred percent (100%) of the issued and outstanding shares of common stock, par value \$0.01 per share, of Instar Corporation, a Delaware corporation ("Instar") which shares constitute all of the issued and outstanding shares of capital stock of Instar, and, accordingly, Instar is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Corporation owns of record and beneficially one hundred percent (100%) of the issued and outstanding shares of common stock, par value \$1.00 per share, of Silverplume Reference Systems, Inc., a Delaware corporation ("Silverplume") which shares constitute all of the issued and outstanding shares of capital stock of Silverplume, and, accordingly, Silverplume is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Corporation owns of record and beneficially one hundred percent (100%) of the issued and outstanding shares of common stock, par value \$0.01 per share, of CIS Solutions, Inc., a Delaware corporation ("CIS") which shares constitute all of the issued and outstanding shares of capital stock of CIS, and, accordingly, CIS is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Board of Directors of the Corporation deems and declares it desirable and in the best interests of the Corporation for Instar, Silverplume, and CIS to merge with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware ("DGCL");

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to execute, acknowledge and file a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge Instar, Silverplume, and CIS into the Corporation, substantially in the form attached hereto as Exhibit A (the "Certificate of Ownership and Merger").

NOW, THEREFORE, BE IT RESOLVED, that Instar, Silverplume, and CIS be merged with and into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Instar, Silverplume, and CIS be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Instar, Silverplume, and CIS in each such name;

RESOLVED, that this Corporation shall assume all of the obligations of Instar, Silverplume, and CIS;

RESOLVED, that upon the effectiveness of the merger, all the issued and outstanding shares of common stock of Instar, Silverplume, and CIS, by virtue of the merger and without any action by the holder thereof, be cancelled, and the issued and outstanding shares of common stock of the Corporation shall continue to be issued and outstanding;

RESOLVED, that the Merger as contemplated by the Certificate of Ownership and Merger is hereby authorized and approved; and

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, the Certificate of Ownership and Merger; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed in the office of the Secretary of State of Delaware.

MERGER OF THE CALIFORNIA SUBSIDIARY

WHEREAS, the Corporation owns of record and beneficially one hundred percent (100%) of the issued and outstanding shares of common stock, no par value, of AMS Connectivity Services, Inc., a California corporation ("AMS") which shares constitute all of the issued and outstanding shares of capital stock of AMS, and, accordingly, AMS is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Board of Directors of the Corporation deems and declares it desirable and in the best interests of the Corporation for AMS to merge with and into the Corporation pursuant to Section 253 of the DGCL and pursuant to Section 1110(g) of the California Corporations Code; and

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to execute, acknowledge and file a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge AMS into the Corporation, substantially in the form attached hereto as Exhibit A, the Certificate of Ownership and Merger.

NOW, THEREFORE, BE IT RESOLVED, that AMS be merged with and into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of AMS be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by AMS in its name;

RESOLVED, that this Corporation shall assume all of the obligations of AMS;

RESOLVED, that upon the effectiveness of the merger, all the issued and outstanding shares of common stock of AMS shall, by virtue of the merger and without any action by the holder thereof, be cancelled, and the issued and outstanding shares of common stock of the Corporation shall continue to be issued and outstanding;

RESOLVED, that the Merger as contemplated by the Certificate of Ownership and Merger is hereby authorized and approved; and

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, the Certificate of Ownership and Merger; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed in the office of the Secretary of State of Delaware and in the Office of the Secretary of State of California.

MERGER OF NEBRASKA SUBSIDIARY

WHEREAS, the Corporation owns of record and beneficially one hundred percent (100%) of the issued and outstanding shares of common stock, par value \$1.00 per share, of SilverPlume Ratings Solutions, Inc., a Nebraska corporation ("SilverPlume Ratings") which shares constitute all of the issued and outstanding shares of capital stock of SilverPlume Ratings, and, accordingly, SilverPlume Ratings is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Board of Directors of the Corporation deems and declares it desirable and in the best interest of the Corporation for SilverPlume Ratings to merge with and into the Corporation pursuant to Section 253 of the DGCL and pursuant to Section 21-20,134 of the Business Corporations Act of the State of Nebraska;

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to execute, acknowledge and file a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge SilverPlume Ratings into the Corporation, substantially in the form attached hereto as Exhibit A, the Certificate of Ownership and Merger; and

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to enter into a Plan of Merger between the Corporation and SilverPlume Ratings substantially in the form attached hereto as Exhibit B (the "SilverPlume Ratings Plan of Merger").

NOW, THEREFORE, BE IT RESOLVED, that SilverPlume Ratings be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of SilverPlume Ratings be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by SilverPlume Ratings in its name;

RESOLVED, that this Corporation shall assume all of the obligations of SilverPlume Ratings;

RESOLVED, that upon the effectiveness of the merger, all the issued and outstanding shares of common stock of SilverPlume Ratings shall, by virtue of the merger and without any action by the holder thereof, be cancelled, and the issued and outstanding shares of common stock of the Corporation shall continue to be issued and outstanding;

RESOLVED, that the Merger as contemplated by the SilverPlume Ratings Plan of Merger and the Certificate of Ownership and Merger is hereby authorized and approved;

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, the Certificate of Ownership and Merger; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed in the office of the Secretary of State of Delaware;

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, Articles of Merger; and that such officers are hereby authorized and directed to cause such executed Articles of Merger to be filed in the office of the Secretary of State of Nebraska; and

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to make in the name and on behalf of the Corporation a request for publication of a Notice of Merger in accordance with Section 21-20,189 of the Business Corporations Act of the State of Nebraska.

MERGER OF COLORADO SUBSIDIARY

WHEREAS, the Corporation owns of record and beneficially one hundred percent (100%) of the issued and outstanding limited liability company interests of Vertafore Services, LLC ("Vertafore Services") which constitute all of the issued and outstanding limited liability company interests of Vertafore Services, and, accordingly, Vertafore Services is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Board of Directors of the Corporation deems and declares it desirable and in the best interest of the Corporation for Vertafore Services to merge with and into the Corporation pursuant to Section 264 of the DGCL and pursuant to Section 7-90-203 of the Colorado Revised Statutes;

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to execute, acknowledge and file a Certificate of Merger of Domestic Corporation and Foreign Limited Liability Company to merge Vertafore Services into the Corporation, substantially in the form attached hereto as Exhibit C, (the "Certificate of Merger of Domestic Corporation and Foreign Limited Liability Company"); and

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to enter into an Agreement and Plan of Merger between the Corporation and Vertafore Services substantially in the form attached hereto as Exhibit D (the "Vertafore Services Agreement and Plan of Merger").

NOW, THEREFORE, BE IT RESOLVED, that Vertafore Services be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Vertafore Services be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Vertafore Services in its name;

RESOLVED, that this Corporation shall assume all of the obligations of Vertafore Services;

RESOLVED, that upon the effectiveness of the merger, all the issued and outstanding limited liability company interests of Vertafore Services, LLC shall, by virtue of the merger and without any action by the holder thereof, be cancelled, and the

issued and outstanding shares of common stock of the Corporation shall continue to be issued and outstanding;

RESOLVED, that the Merger as contemplated by the Vertafore Services Agreement and Plan of Merger and the Certificate of Merger of Domestic Corporation and Foreign Limited Liability Company is hereby authorized and approved;

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, the Certificate of Merger of Domestic Corporation and Foreign Limited Liability Company; and that such officers are hereby authorized and directed to cause such executed Certificate of Merger to be filed in the office of the Secretary of State of Delaware; and

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, a Statement of Merger; and that such officers are hereby authorized and directed to cause such executed Statement of Merger to be filed in the office of the Secretary of State of Colorado.

MERGER OF GEORGIA SUBSIDIARY

WHEREAS, the Corporation owns of record and beneficially one hundred percent (100%) of the issued and outstanding shares of no par value common stock of ImageRight, Inc., a Georgia corporation ("ImageRight") which shares constitute all of the issued and outstanding shares of capital stock of ImageRight, and, accordingly, ImageRight is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Board of Directors of the Corporation deems and declares it desirable and in the best interest of the Corporation for ImageRight to merge with and into the Corporation pursuant to Section 253 of the DGCL and pursuant to Sections 14-2-1104 and 14-2-1107 of the Georgia Business Corporation Code;

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to execute, acknowledge and file a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge ImageRight into the Corporation, substantially in the form attached hereto as Exhibit A, the Certificate of Ownership and Merger; and

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to enter into a Plan of Merger between the Corporation and ImageRight substantially in the form attached hereto as Exhibit E (the "ImageRight Plan of Merger").

NOW, THEREFORE, BE IT RESOLVED, that ImageRight be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of ImageRight be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by ImageRight in its name;

RESOLVED, that this Corporation shall assume all of the obligations of ImageRight;

RESOLVED, that upon the effectiveness of the merger, all the issued and outstanding shares of common stock of ImageRight shall, by virtue of the merger and without any action by the holder thereof, be cancelled, and the issued and outstanding shares of common stock of the Corporation shall continue to be issued and outstanding;

RESOLVED, that the Merger as contemplated by the ImageRight Plan of Merger and the Certificate of Ownership and Merger is hereby authorized and approved;

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, the Certificate of Ownership and Merger; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed in the office of the Secretary of State of Delaware;

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, Articles of Merger; and that such officers are hereby authorized and directed to cause such executed Articles of Merger to be filed in the office of the Secretary of State of Georgia; and

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to make in the name and on behalf of the Corporation a request for publication of a Notice of Merger in accordance with Section 14-2-1105.1 of the Georgia Business Corporation Code.

**GENERAL AUTHORIZATION OF MERGER OF
DELAWARE, CALIFORNIA, NEBRASKA, COLORADO AND GEORGIA SUBSIDIARIES**

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the States of Delaware, California, Colorado, Nebraska, Georgia and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the States of Delaware, California, Colorado, Nebraska, Georgia and within any other appropriate jurisdiction as such officers or directors, deem necessary, appropriate or advisable in order to carry out and effectuate the mergers contemplated in these resolutions.

RESOLVED FURTHER, that each of the officers of the Corporation are hereby authorized and directed to execute and deliver any and all documents and to take such other action as such person deems necessary, advisable, or appropriate to carry out the purposes and intent, but within the limitations, of the foregoing resolutions.

RESOLVED FURTHER, that all of the lawful actions taken by the officers of the Corporation prior to the date of these resolutions in connection with the mergers contemplated herein be, and they hereby are, ratified in all respects.