

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM493676

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/28/2018

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Ashton-Drake Galleries, Ltd.		09/28/2018	Corporation: DELAWARE
The Hamilton Collection, Inc.		09/28/2018	Corporation: FLORIDA
Collectibles Today Network, Ltd.		09/28/2018	Corporation: ILLINOIS
The Bradford Exchange Check Company, Ltd.		09/28/2018	Corporation: ILLINOIS

RECEIVING PARTY DATA

Name:	The Bradford Exchange, Ltd.
Street Address:	9333 N. Milwaukee Ave.
City:	Niles
State/Country:	ILLINOIS
Postal Code:	60714
Entity Type:	Corporation: ILLINOIS

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	4833535	ASHTON DRAKE FOR GIRLS
Registration Number:	5109876	HOLD THAT POSE
Registration Number:	5158109	HOLD THAT POSE!
Registration Number:	4251008	IS IT GAME DAY YET?
Registration Number:	4251009	IS IT GAME DAY YET?
Registration Number:	4251005	IS IT SUNDAY YET?
Registration Number:	4251006	IS IT SUNDAY YET?
Registration Number:	2366464	PICTURE-PERFECT BABIES
Registration Number:	3187755	REALTOUCH
Registration Number:	5124450	SIGNATURE EDITION
Registration Number:	4828498	SO TRULY MINE
Registration Number:	3025263	SO TRULY REAL
Registration Number:	5349887	SUCH A DOLL

CH \$740.00 4833535

Property Type	Number	Word Mark
Registration Number:	1470760	THE ASHTON - DRAKE GALLERIES
Registration Number:	1965470	THE ASHTON-DRAKE GALLERIES BRINGING YOU
Registration Number:	2057135	THE ASHTON-DRAKE GALLERIES BRINGING YOU D
Registration Number:	5242700	TRUETOUGH
Serial Number:	87582480	THE ASHTON-DRAKE GALLERIES
Registration Number:	4666354	BJ B. JENSEN
Registration Number:	2757243	FAITHFUL FUZZIES
Registration Number:	2256529	THE HAMILTON COLLECTION
Registration Number:	2256530	THE HAMILTON COLLECTION
Registration Number:	2262134	THE HAMILTON COLLECTION
Serial Number:	86880633	AUTHENTICAST RESIN
Serial Number:	87329752	LIVE A BEAUTIFUL LIFE
Serial Number:	87198501	LIVE A BEAUTIFUL LIFE
Registration Number:	2353455	COLLECTIBLES TODAY
Registration Number:	4437016	ARTFUL IMPRESSIONS
Registration Number:	3636886	SECURESHIP

CORRESPONDENCE DATA

Fax Number: 3125548015

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

Phone: 312-554-8000

Email: kjl@pattishall.com

Correspondent Name: Ashly Boesche c/o Pattishall McAuliffe

Address Line 1: 200 S. Wacker Drive

Address Line 2: Suite 2900

Address Line 4: Chicago, ILLINOIS 60606-5896

ATTORNEY DOCKET NUMBER: 59400/135/767/910/911

NAME OF SUBMITTER: Ashly Boesche

SIGNATURE: /Ashly Boesche/

DATE SIGNED: 10/12/2018

Total Attachments: 25

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Delaware

The First State

Page 1

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 MERGER, WHICH MERGES:

"THE ASHTON-DRAKE GALLERIES, LTD.", A DELAWARE CORPORATION,
"THE HAMILTON COLLECTION, INC", A FLORIDA CORPORATION,
"COLLECTIBLES TODAY NETWORK, LTD", AN ILLINOIS CORPORATION,
"THE BRADFORD EXCHANGE CHECK COMPANY, LTD", AN ILLINOIS CORPORATION,

WITH AND INTO "THE BRADFORD EXCHANGE, LTD" UNDER THE NAME OF "THE BRADFORD EXCHANGE, LTD", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ILLINOIS, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2018, AT 3 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2018.

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




Jeffrey W. Bullock, Secretary of State

7066649 8100M
SR# 20186778468

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

Authentication: 203478744
Date: 09-24-18

TRADEMARK
REEL: 006505 FRAME: 0868

STATE OF DELAWARE
CERTIFICATE OF MERGER

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is The Bradford Exchange, Ltd., an Illinois corporation, The Ashton-Drake Galleries, Ltd., a Delaware corporation, The Hamilton Collection, Inc., a Florida corporation, Collectibles Today Network, Ltd., an Illinois corporation and The Bradford Exchange Check Company, Ltd., an Illinois corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is The Bradford Exchange, Ltd.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on September 28, 2018.

SIXTH: The Agreement is on file at 9333 North Milwaukee Avenue, Niles, Illinois 60714.

SEVENTH: A copy of the Agreement will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHT: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding pursuant to provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 9333 North Milwaukee Avenue, Niles, Illinois 60714.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be duly executed as of September 28, 2018.

By: Richard W. Tinberg
Richard W. Tinberg
President, Treasurer and
Assistant Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:00 PM 09/21/2018
FILED 03:00 PM 09/21/2018

STATE OF DELAWARE
TRADEMARK
September 2018 2087759

REEL: 006505 FRAME: 0869

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on September 24, 2018, effective September 28, 2018, for THE BRADFORD EXCHANGE, LTD., the surviving Illinois entity not authorized to transact business in Florida, as shown by the records of this office.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-fifth day of September, 2018



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

TRADEMARK

REEL: 006505 FRAME: 0870

ARTICLES OF MERGER
(Profit Corporations)

FILED

2018 SEP 24 AM 6:05
SECRETARY OF STATE
TALLAHASSEE, FL

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Bradford Exchange, Ltd.	Illinois	N/A

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Bradford Exchange, Ltd.	Illinois	N/A
The Ashton-Drake Galleries, Ltd.	Delaware	N/A
The Hamilton Collection, Inc.	Florida	G09742
Collectibles Today Network, Ltd.	Illinois	N/A
The Bradford Exchange Check Company, Ltd.	Illinois	N/A

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 9 / 28 / 2018 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on September 28, 2018 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on September 28, 2018 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

The Bradford Exchange, Ltd.

Richard W. Tinberg

Richard W. Tinberg, President, Treasurer and Assistant Secretary

The Ashton-Drake Galleries, Ltd.

Richard W. Tinberg

Richard W. Tinberg, President, Treasurer and Assistant Secretary

The Hamilton Collection, Inc.

Richard W. Tinberg

Richard W. Tinberg, Treasurer

Collectibles Today Network, Ltd.

Richard W. Tinberg

Richard W. Tinberg, Treasurer and Assistant Secretary

The Bradford Exchange Check Company, Ltd.

Richard W. Tinberg

Richard W. Tinberg, President, Treasurer and Assistant Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Bradford Exchange, Ltd.</u>	<u>Illinois</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Bradford Exchange, Ltd.</u>	<u>Illinois</u>
<u>The Ashton-Drake Galleries, Ltd.</u>	<u>Delaware</u>
<u>The Hamilton Collection, Inc.</u>	<u>Florida</u>
<u>Collectibles Today Network, Ltd.</u>	<u>Illinois</u>
<u>The Bradford Exchange Check Company, Ltd.</u>	<u>Illinois</u>

Third: The terms and conditions of the merger are as follows:

Please see Agreement and Plan of Merger attached hereto as Exhibit A.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Please see Agreement and Plan of Merger attached hereto as Exhibit A.

(Attach additional sheets if necessary)

Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER OF
THE ASHTON-DRAKE GALLERIES, LTD.,
THE HAMILTON COLLECTION, INC.,
COLLECTIBLES TODAY NETWORK, LTD. AND
THE BRADFORD EXCHANGE CHECK COMPANY, LTD. WITH AND INTO
THE BRADFORD EXCHANGE, LTD.

September 28, 2018

This Agreement and Plan of Merger (this "Agreement"), entered into on September 28, 2018 and effective as of the Effective Time (as defined below), by and among The Ashton-Drake Galleries, Ltd., a Delaware corporation ("Ashton-Drake"), The Hamilton Collection, Inc., a Florida corporation ("Hamilton"), Collectibles Today Network, Ltd., an Illinois corporation ("Collectibles"), The Bradford Exchange Check Company, Ltd., an Illinois corporation ("Check" and, together with Ashton-Drake, Hamilton, and Collectibles, the "Merged Companies"), and The Bradford Exchange, Ltd., an Illinois corporation (the "Surviving Corporation"). The Merged Companies and the Surviving Corporation are sometimes referred to individually as a "Constituent Party" and collectively as the "Constituent Parties."

RECITALS

WHEREAS, Section 805 ILCS 5, Article 11 of the Business Corporation Act of 1983 of the state of Illinois ("ILBCA"), Section 264 of the Delaware General Corporation Law (the "DGCL") and Section 607.1101 of the Florida Business Corporations Act ("FBCA"), permit a merger of each of the Merged Companies organized in the applicable jurisdictions with and into the Surviving Corporation; and

NOW THEREFORE, the Constituent Parties do hereby covenant and agree as follows:

ARTICLE I

The Merger; Effective Time; Closing Conditions; Filings

1.1 At the Effective Time, in accordance with the applicable provisions of the ILBCA, the DGCL and the FBCA, the Merged Companies shall be merged with and into the Surviving Corporation (the "Mergers"). At the Effective Time, the separate corporate existence of the Merged Companies shall cease, and the Surviving Corporation will continue as the survivor of the Merger.

1.2 The effective time of the Mergers will be 11:59 p.m. (Eastern Time) on September 28, 2018 (the "Effective Time").

1.3 The Constituent Parties agree that they will cause to be executed and filed or recorded any document or documents necessary to effectuate the Mergers, including but not

limited to a Certificate of Merger or Articles of Merger, as prescribed by the laws of the State of Delaware, the State of Florida and the State of Illinois, and that they will cause to be performed all necessary acts within the State of Delaware, the State of Florida and the State of Illinois and elsewhere to effectuate the Mergers.

ARTICLE II

Effects of the Merger

2.1 The Mergers shall have the effects set forth in this Agreement and the applicable provisions of the ILBCA, the DGCL and the FBCA. Without limiting the generality of the foregoing, as of the Effective Time, all of the Merged Companies' (i) rights, franchises and interests in and to all types of assets, contracts, properties and choses in action, (ii) employees and (iii) liabilities and obligations, shall be transferred to and vested in the Surviving Corporation by virtue of the Mergers, without further act or deed, and all claims, demands, properties and other interests of the Merged Companies shall be the property of the Surviving Corporation.

2.2 All capital stock of the Merged Companies outstanding at the Effective Time shall be cancelled and shall cease to exist at the Effective Time, and no consideration shall be issued in respect thereof.

2.3 None of the shares of capital stock of the Surviving Corporation outstanding at the Effective Time shall be converted or exchanged as a result of the Mergers, and all of such shares of capital stock of the Surviving Corporation that are outstanding at the Effective Time shall remain unchanged and outstanding immediately after the Effective Time.

2.4 The Articles of Incorporation and By-Laws of the Surviving Corporation shall remain in effect after the Mergers and are not being altered or amended by the Mergers.

2.5 The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall be the directors and officers, respectively, of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified.

2.6 At the Effective Time, the address of the Surviving Corporation shall remain 9333 North Milwaukee Avenue, Niles, Illinois 60714.

ARTICLE III

Other Agreements

The Constituent Parties each intend and agree that, for income tax purposes, the Mergers shall each constitute a tax free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended ("Section 368"), and all parallel provisions of applicable state and local law.

ARTICLE IV

Further Assurances

If, at any time from and after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignment, conveyance or assurance in law or any other acts are necessary or desirable to (i) vest, perfect or confirm in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of the Merged Companies acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Mergers or (ii) otherwise carry out the purposes of this Agreement (including, in any case, to satisfy the requirements of third parties, including the U.S. government, or for administrative convenience or otherwise), the Merged Companies and its proper officers shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise carry out the purposes of this Agreement; and the officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Companies or otherwise to take any and all such action.

ARTICLE V

Amendment and Termination

At any time prior to the Effective Time, this Agreement may be amended or terminated, to the fullest extent permitted by applicable law, by mutual consent of the Constituent Parties.

ARTICLE VI

Miscellaneous

6.1 This Agreement may be executed in one or more counterparts, each of which will be deemed an original and may be transmitted by electronic means (including e-mail or fax), but all such counterparts taken together will constitute one and the same Agreement.

6.2 This Agreement and all of the documents, agreements and certificates executed and/or delivered in connection herewith constitute the entire agreement between the Constituent Parties in connection with the transactions contemplated hereby and supersede any prior or contemporaneous understandings, agreements or representations by or among the parties, written or oral, that may have related in any way to the subject matter hereof.

6.3 This Agreement will be governed by and construed in accordance with the laws of the State of Illinois (and, to the extent applicable, the States of Delaware and Florida), without giving effect to any law or rule that would cause the laws of any jurisdiction other than the State of Illinois (and, to the extent applicable, the States of Delaware and Florida) to be applied.

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be duly executed as of the date first written above.

THE BRADFORD EXCHANGE, LTD.

By: Richard W. Tinberg
Name: Richard W. Tinberg
Title: President, Treasurer and Assistant Secretary

THE ASHTON-DRAKE GALLERIES, LTD.

By: Richard W. Tinberg
Name: Richard W. Tinberg
Title: President, Treasurer and Assistant Secretary

THE HAMILTON COLLECTION, INC.

By: Richard W. Tinberg
Name: Richard W. Tinberg
Title: Treasurer

COLLECTIBLES TODAY NETWORK, LTD.

By: Richard W. Tinberg
Name: Richard W. Tinberg
Title: Treasurer and Assistant Secretary

[Agreement and Plan of Merger]

**THE BRADFORD EXCHANGE CHECK
COMPANY, LTD.**

By: Richard W. Tinberg
Name: Richard W. Tinberg
Title: President, Treasurer and Assistant
Secretary

[Agreement and Plan of Merger]



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

SEPTEMBER 21, 2018

4173-725-5

CT CORPORATION SYSTEM
118 W EDWARDS ST., STE 200
SPRINGFIELD, IL 62704

RE THE BRADFORD EXCHANGE, LTD.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THE SURVIVING CORPORATION SHALL EXECUTE A REPORT FOLLOWING MERGER (FORM BCA 14.35) AND FILE IT IN THIS OFFICE WITHIN SIXTY (60) DAYS OF THE EFFECTIVE DATE OF THE MERGER. THIS FORM IS AVAILABLE ON OUR WEBSITE AT WWW.CYBERDRIVEILLINOIS.COM. CLICK ON PUBLICATIONS ON THE MENU BAR.

SINCERELY,

Jesse White

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-6961
www.cyberdriveillinois.com

FILED

SEP 21 2018

**JESSE WHITE
SECRETARY OF STATE**

Remit payment in the form of a
check or money order payable
to Secretary of State.

Filing fee is \$100, but if merger or
consolidation involves more than two
corporations, submit \$50 for each
additional corporation.

File # 4173-725-5 Filing Fee: \$ 250⁰⁰ Approved: WR

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.

1. Names of Corporations proposing to ~~consolidate~~ ^{merge} and State or Country of incorporation.
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<input checked="" type="checkbox"/> The Bradford Exchange, Ltd.	Illinois	41737255 <u>S.</u>
<input checked="" type="checkbox"/> The Ashton-Drake Galleries, Ltd.	Delaware	N/A <u>Q N.S.</u>
<input checked="" type="checkbox"/> The Hamilton Collection, Inc.	Florida	N/A <u>N.Q. N.S.</u>
Please see Exhibit A <u>plus 2</u>		

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ~~new~~ ^{surviving} corporation: The Bradford Exchange, Ltd.
~~acquiring~~

b. Corporation shall be governed by the laws of: Illinois

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} is as follows:
~~exchange~~

Please see Exhibit B

merger
 5. The ~~consolidation~~ ~~exchange~~ was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
✓ The Bradford Exchange, Ltd.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
✓ Collectibles Today Network, Ltd.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
✓ The Bradford Exchange Check Company, Ltd.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was _____
Month Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? Yes No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated ✓ September 28, 2018 The Bradford Exchange, Ltd.
Month Day Year Exact Name of Corporation
Richard W. Tinberg
Any Authorized Officer's Signature
Richard W. Tinberg, President, Treasurer and Assistant Secretary
Name and Title (type or print)

Dated ✓ September 28, 2018 The Ashton-Drake Galleries, Ltd.
Month Day Year Exact Name of Corporation
Richard W. Tinberg
Any Authorized Officer's Signature
Richard W. Tinberg, President, Treasurer and Assistant Secretary
Name and Title (type or print)

Dated ✓ September 28, 2018 The Hamilton Collection, Inc.
Month Day Year Exact Name of Corporation
Richard W. Tinberg
Any Authorized Officer's Signature
Richard W. Tinberg, Treasurer
Name and Title (type or print)

The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated September 28, 2018, Collectibles Today Network, Ltd.
Month Day Year Exact Name of Corporation

Richard W. Tinberg
Any Authorized Officer's Signature

Richard W. Tinberg, Treasurer and Assistant Secretary
Name and Title (type or print)

Dated September 28, 2018, The Bradford Exchange Check Company, Ltd.
Month Day Year Exact Name of Corporation

Richard W. Tinberg
Any Authorized Officer's Signature

Richard W. Tinberg, President, Treasurer and Assistant Secretary
Name and Title (type or print)

Exhibit A

1. Names of Corporations proposing to merge and State or Country of Incorporation (Continued).

Name of Corporation	State or Country of Incorporation	Corporation File Number	
Collectibles Today Network, Ltd.	Illinois	58078433	N.S.
The Bradford Exchange Check Company, Ltd.	Illinois	55683875	N.S.

Exhibit B

Agreement and Plan of Merger

**AGREEMENT AND PLAN OF MERGER OF
THE ASHTON-DRAKE GALLERIES, LTD.,
THE HAMILTON COLLECTION, INC.,
COLLECTIBLES TODAY NETWORK, LTD. AND
THE BRADFORD EXCHANGE CHECK COMPANY, LTD. WITH AND INTO
THE BRADFORD EXCHANGE, LTD.**

September 28, 2018

This Agreement and Plan of Merger (this "Agreement"), entered into on September 28, 2018 and effective as of the Effective Time (as defined below), by and among The Ashton-Drake Galleries, Ltd., a Delaware corporation ("Ashton-Drake"), The Hamilton Collection, Inc., a Florida corporation ("Hamilton"), Collectibles Today Network, Ltd., an Illinois corporation ("Collectibles"), The Bradford Exchange Check Company, Ltd., an Illinois corporation ("Check" and, together with Ashton-Drake, Hamilton, and Collectibles, the "Merged Companies"), and The Bradford Exchange, Ltd., an Illinois corporation (the "Surviving Corporation"). The Merged Companies and the Surviving Corporation are sometimes referred to individually as a "Constituent Party" and collectively as the "Constituent Parties."

RECITALS

WHEREAS, Section 805 ILCS 5, Article 11 of the Business Corporation Act of 1983 of the state of Illinois ("ILBCA"), Section 264 of the Delaware General Corporation Law (the "DGCL") and Section 607.1101 of the Florida Business Corporations Act ("FBCA"), permit a merger of each of the Merged Companies organized in the applicable jurisdictions with and into the Surviving Corporation; and

NOW THEREFORE, the Constituent Parties do hereby covenant and agree as follows:

ARTICLE I

The Merger; Effective Time; Closing Conditions; Filings

1.1 At the Effective Time, in accordance with the applicable provisions of the ILBCA, the DGCL and the FBCA, the Merged Companies shall be merged with and into the Surviving Corporation (the "Mergers"). At the Effective Time, the separate corporate existence of the Merged Companies shall cease, and the Surviving Corporation will continue as the survivor of the Merger.

1.2 The effective time of the Mergers will be 11:59 p.m. (Eastern Time) on September 28, 2018 (the "Effective Time").

1.3 The Constituent Parties agree that they will cause to be executed and filed or recorded any document or documents necessary to effectuate the Mergers, including but not

limited to a Certificate of Merger or Articles of Merger, as prescribed by the laws of the State of Delaware, the State of Florida and the State of Illinois, and that they will cause to be performed all necessary acts within the State of Delaware, the State of Florida and the State of Illinois and elsewhere to effectuate the Mergers.

ARTICLE II

Effects of the Merger

2.1 The Mergers shall have the effects set forth in this Agreement and the applicable provisions of the ILBCA, the DGCL and the FBCA. Without limiting the generality of the foregoing, as of the Effective Time, all of the Merged Companies' (i) rights, franchises and interests in and to all types of assets, contracts, properties and choses in action, (ii) employees and (iii) liabilities and obligations, shall be transferred to and vested in the Surviving Corporation by virtue of the Mergers, without further act or deed, and all claims, demands, properties and other interests of the Merged Companies shall be the property of the Surviving Corporation.

2.2 All capital stock of the Merged Companies outstanding at the Effective Time shall be cancelled and shall cease to exist at the Effective Time, and no consideration shall be issued in respect thereof.

2.3 None of the shares of capital stock of the Surviving Corporation outstanding at the Effective Time shall be converted or exchanged as a result of the Mergers, and all of such shares of capital stock of the Surviving Corporation that are outstanding at the Effective Time shall remain unchanged and outstanding immediately after the Effective Time; it being expressly noted that all issued shares of the Merged Companies and the Surviving Corporation are wholly owned by the same entity, The Bradford Hammacher Group, Inc., in identical proportions.

2.4 The Articles of Incorporation and By-Laws of the Surviving Corporation shall remain in effect after the Mergers and are not being altered or amended by the Mergers.

2.5 The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall be the directors and officers, respectively, of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified.

2.6 At the Effective Time, the address of the Surviving Corporation shall remain 9333 North Milwaukee Avenue, Niles, Illinois 60714.

ARTICLE III

Other Agreements

The Constituent Parties each intend and agree that, for income tax purposes, the Mergers shall each constitute a tax free reorganization within the meaning of Section 368(a) of the

Internal Revenue Code of 1986, as amended ("Section 368"), and all parallel provisions of applicable state and local law.

ARTICLE IV

Further Assurances

If, at any time from and after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignment, conveyance or assurance in law or any other acts are necessary or desirable to (i) vest, perfect or confirm in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of the Merged Companies acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Mergers or (ii) otherwise carry out the purposes of this Agreement (including, in any case, to satisfy the requirements of third parties, including the U.S. government, or for administrative convenience or otherwise), the Merged Companies and its proper officers shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise carry out the purposes of this Agreement; and the officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Companies or otherwise to take any and all such action.

ARTICLE V

Amendment and Termination

At any time prior to the Effective Time, this Agreement may be amended or terminated, to the fullest extent permitted by applicable law, by mutual consent of the Constituent Parties.

ARTICLE VI

Miscellaneous

6.1 This Agreement may be executed in one or more counterparts, each of which will be deemed an original and may be transmitted by electronic means (including e-mail or fax), but all such counterparts taken together will constitute one and the same Agreement.

6.2 This Agreement and all of the documents, agreements and certificates executed and/or delivered in connection herewith constitute the entire agreement between the Constituent Parties in connection with the transactions contemplated hereby and supersede any prior or contemporaneous understandings, agreements or representations by or among the parties, written or oral, that may have related in any way to the subject matter hereof.

6.3 This Agreement will be governed by and construed in accordance with the laws of the State of Illinois (and, to the extent applicable, the States of Delaware and Florida), without

giving effect to any law or rule that would cause the laws of any jurisdiction other than the State of Illinois (and, to the extent applicable, the States of Delaware and Florida) to be applied.

[Remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be duly executed as of the date first written above.

THE BRADFORD EXCHANGE, LTD.

By: Richard W. Tinberg
Name: Richard W. Tinberg
Title: President, Treasurer and Assistant Secretary

THE ASHTON-DRAKE GALLERIES, LTD.

By: Richard W. Tinberg
Name: Richard W. Tinberg
Title: President, Treasurer and Assistant Secretary

THE HAMILTON COLLECTION, INC.

By: Richard W. Tinberg
Name: Richard W. Tinberg
Title: Treasurer

COLLECTIBLES TODAY NETWORK, LTD.

By: Richard W. Tinberg
Name: Richard W. Tinberg
Title: Treasurer and Assistant Secretary

[Agreement and Plan of Merger]

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be duly executed as of the date first written above.

**THE BRADFORD EXCHANGE CHECK
COMPANY, LTD.**

By: Richard W. Tinberg
Name: Richard W. Tinberg
Title: President, Treasurer and Assistant
Secretary

[Agreement and Plan of Merger]