

PATENT 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>Execution Date</th> </tr> </thead> <tbody> <tr> <td>BAILEY SALES CORPORATION</td> <td>01/01/2009</td> </tr> </tbody> </table>		Name	Execution Date	BAILEY SALES CORPORATION	01/01/2009
Name	Execution Date				
BAILEY SALES CORPORATION	01/01/2009				
RECEIVING PARTY DATA					
Name:	BAILEY INTERNATIONAL CORPORATION				
Street Address:	2527 WESTCOTT BLVD				
City:	KNOXVILLE				
State/Country:	TENNESSEE				
Postal Code:	37931-3112				
PROPERTY NUMBERS Total: 1					
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Patent Number:</td> <td>7350453</td> </tr> </tbody> </table>		Property Type	Number	Patent Number:	7350453
Property Type	Number				
Patent Number:	7350453				
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 NEEELY GROUP, P.C.				
Address Line 1:	P.O. Box 1871				
Address Line 4:	Knoxville, TENNESSEE 37901				
ATTORNEY DOCKET NUMBER:	67918.00				
NAME OF SUBMITTER:	Michael E. Robinson				
<p>Total Attachments: 7 source=6791800-topto-20120321-Articles_Of_Merger_BSC_into_BICTN#page1.tif source=6791800-topto-20120321-Articles_Of_Merger_BSC_into_BICTN#page2.tif</p>					

CH \$40.00 7350453

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 29th day of December, 2008.

BAILEY SALES CORPORATION,
a Tennessee corporation

By: _____

Adrian D. Bailey
Chief Executive Officer

RECEIVED
STATE OF TENNESSEE
RILEY DARNALL
SECRETARY OF STATE

2008 DEC 29 PM 3:46

6414.0290

BAILEY INTERNATIONAL CORPORATION,
a Tennessee corporation

By: _____

Adrian D. Bailey
Chief Executive Officer



6414.0291

RECEIVED
STATE OF MISSISSIPPI

2008 DEC 29 PM 3:46

RILEY DARRHILL
SECRETARY OF STATE

EXHIBIT A
Plan of Merger
(attached)



Page: 3 OF 5

200901020040890

614073.1

PATENT
REEL: 027899 FRAME: 0961

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

RECEIVED
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 29th 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



RECEIVED
STATE OF TEXAS

2000 DEC 29 PM 3:46

FILED IN
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.

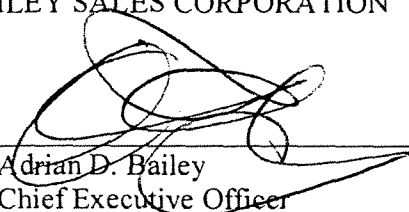
2. Conversion of Interests. As of the Effective Date all shares of Subsidiary shall be cancelled and extinguished in all respects.

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

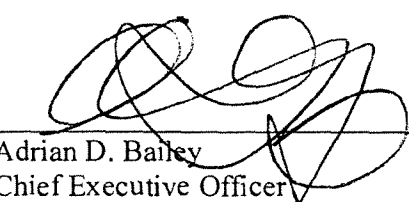
4. Effective Date. As used in this Plan, the "Effective Date" shall be January 1, 2009.

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.

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

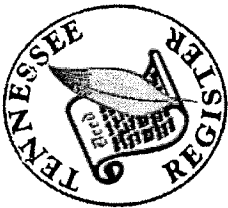


SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE
PATENT

REEL: 027899 FRAME: 0964



RECORDED: 03/21/2012

SHERRY WITT

KNOX County Register of Deeds

CUSTOMER RECEIPT - RECORDING SERVICES

Receipt Number: T20090000166
Date/Time: 01/02/2009 12:12:17
Method Received: Walk-In
Clerk: BarbaraH

Customer Name : WOOLF MCCLANE

PICK UP

Transaction Detail

Instrument Number	Instrument Type	Gen. Fee	Equip. Fee	Transfer Tax	Mortgage Tax	Copy	Cert. Copy	Copy Fee	# Pgs	Consideration	Subtotal
200901020040890	CORP	\$5.00	\$2.00	\$0.00	\$0.00	N	N	\$0.00	5		\$7.00

First Party Name

STATE OF TENNESSEE

Second Party Name

BAILEY INTERNATIONAL CORPORATION

Payment Information

<u>Method of Payment</u>	<u>Payment Control ID</u>	<u>Authorized Agent</u>	<u>Amount</u>
Check	1926		\$7.00
Check	1925		\$7.00

PATENT

REEL: 027899 FRAME: 0965

AMOUNT PAID: \$14.00
LESS AMOUNT DUE: \$7.00
CHANGE RECEIVED: \$7.00