

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3619911

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	07/01/2015
CONVEYING PARTY DATA	
Name	Execution Date
ALTRIA CLIENT SERVICES INC.	06/23/2015
NEWLY MERGED ENTITY DATA	
Name	Execution Date
ALTRIA CLIENT SERVICES LLC	06/23/2015
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)	
Name:	ALTRIA CLIENT SERVICES LLC
Street Address:	6601 WEST BROAD STREET
City:	RICHMOND
State/Country:	VIRGINIA
Postal Code:	23230
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	14212826
CORRESPONDENCE DATA	
Fax Number:	(877)769-7945
<i>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.</i>	
Phone:	(612) 337-2510
Email:	apsi@fr.com
Correspondent Name:	GRACE J. KIM
Address Line 1:	FISH & RICHARDSON P.C.
Address Line 2:	P.O.BOX 1022
Address Line 4:	MINNEAPOLIS, MINNESOTA 55440-1022
ATTORNEY DOCKET NUMBER:	20210-0291001
NAME OF SUBMITTER:	JILL A. WRIGHT
SIGNATURE:	/Jill A. Wright/
DATE SIGNED:	11/17/2015

Total Attachments: 9

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JUNE 24, 2015

The State Corporation Commission finds the accompanying articles submitted on behalf of

Altria Client Services LLC

comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

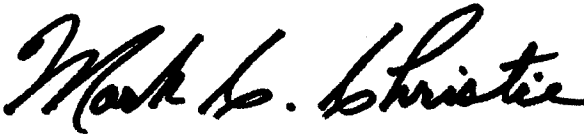
CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective July 1, 2015, at 12:01 AM. Each of the following:

ALTRIA CLIENT SERVICES INC.

is merged into Altria Client Services LLC (formerly ALCS LLC), which continues to exist under the laws of VIRGINIA with the name Altria Client Services LLC, and the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By 

Mark C. Christie
Commissioner

MERGACPT
CISJMA
15-06-23-1230

PATENT
REEL: 037062 FRAME: 0752

ARTICLES OF MERGER

MERGING

**ALTRIA CLIENT SERVICES INC.,
a New York corporation**

WITH AND INTO

**ALCS LLC,
a Virginia limited liability company**

Pursuant to the provisions of Section 13.1-1072 of the Virginia Limited Liability Company Act, as amended (the "VLLCA"), the undersigned entities hereby execute the following Articles of Merger and set forth:

I.

The Agreement and Plan of Merger (the "Plan"), pursuant to which Altria Client Services Inc., a New York corporation (the "Merged Corporation"), will merge (the "Merger") with and into ALCS LLC, a Virginia limited liability company (the "Surviving Company"), is attached hereto as Exhibit A and made a part hereof. The Plan constitutes the "plan of merger" for purposes of Article 13 of the VLLCA.

II.

(a) The State of New York, under whose laws the Merged Corporation is incorporated, permits the Merged Corporation to participate in the Merger. The Merged Corporation has complied with the laws of the State of New York in effecting the Merger.

(b) The Plan was approved by unanimous written consent of the board of managers and the sole member of the Surviving Company pursuant to the Surviving Company's operating agreement and Section 13.1-1071 of the VLLCA.

III.

Pursuant to Section 13.1-1004.D of the VLLCA, the Merger shall be effective at 12:01 a.m., Eastern Daylight Time, on July 1, 2015.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Surviving Company and the Merged Corporation have caused these Articles of Merger to be signed in their respective entity names and on their behalves by their respective below-named officers as of the date written below.

Dated: June 23, 2015

ALTRIA CLIENT SERVICES INC.,
a New York corporation

By: 

Name: Agustin E. Rodriguez

Title: Secretary

Dated: June 23, 2015

ALCS LLC,
a Virginia limited liability company

By: 

Name: Sean M. Beard

Title: Manager

Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER OF

ALTRIA CLIENT SERVICES INC.,
a New York corporation

with and into

ALCS LLC,
a Virginia limited liability company

1. Merger. Altria Client Services Inc., a New York corporation initially formed under the name Philip Morris Management Corp. (the "Merged Corporation"), shall, effective as of 12:01 a.m., Eastern Daylight Time, on July 1, 2015 (the "Effective Time"), be merged (the "Merger") with and into ALCS LLC, a Virginia limited liability company initially formed under the name Surprise Co. LLC (the "Surviving Company"). The Surviving Company shall be, and shall continue as, the surviving entity in the Merger under the name "Altria Client Services LLC," and the separate corporate existence of the Merged Corporation shall cease.

2. Effects of the Merger. The Merger shall have the effects set forth in Section 13.1-1073 of the Virginia Limited Liability Company Act and Section 1004 of the New York Limited Liability Company Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all property, rights, privileges, powers and franchises of the Merged Corporation shall vest in the Surviving Company, and all debts, liabilities, obligations, restrictions and duties of the Merged Corporation shall become the debts, liabilities, obligations, restrictions and duties of the Surviving Company.

3. Articles of Organization. The Articles of Organization of the Surviving Company, as in effect immediately prior to the Effective Time of the Merger, shall be amended and restated to read as set forth in Appendix I attached hereto and, as so amended and restated, shall be the Articles of Organization of the Surviving Company until thereafter changed or amended as provided therein or by applicable law.

4. Conversion of Shares. The manner of converting or cancelling shares of the Merged Corporation and the Surviving Company, shall, by virtue of the Merger, be as follows:

- (a) The Merged Corporation has 100 shares of capital stock outstanding, all of which are common stock, without par value, and are owned by the Merged Corporation's sole shareholder (the "Shareholder"). At the Effective Time, each issued and outstanding share of the Merged Corporation shall no longer be outstanding and shall automatically be cancelled and retired and cease to exist without payment of any consideration therefor.
- (b) At the Effective Time, the sole member of the Surviving Company immediately prior to the Effective Time (the "Member") will continue to be the Member of the Company and, without any action on the Member's part, the entire membership interest of the Surviving Company will not be

converted in any manner, but such membership interest that is outstanding will continue to represent all the outstanding membership interest in the Surviving Company.

5. Modifications and Termination. This Agreement and Plan of Merger may be amended at any time prior to the Effective Time by action of the board of directors of the Merged Corporation and by the Member. Notwithstanding authorization of this Agreement and Plan of Merger by the Shareholder and the Member, at any time prior to the Effective Time, this Agreement and Plan of Merger may be abandoned.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be signed in their respective corporate names by a representative thereunto duly authorized as of the date written below.

Dated: June 23, 2015

**ALTRIA CLIENT SERVICES INC.,
a New York corporation**

By: 

Name: Agustin E. Rodriguez

Title: Secretary

Dated: June 23, 2015

**ALCS LLC,
a Virginia limited liability company**

By: 

Name: Sean M. Beard

Title: Manager

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ALTRIA CLIENT SERVICES LLC**

ARTICLE I

The name of the limited liability company is Altria Client Services LLC (the "Company"). The Company was originally formed under the Virginia Limited Liability Company Act on February 27, 2013 under the name "Surprise Co. LLC" and changed its name to "ALCS LLC" on January 27, 2015. On July 1, 2015, Altria Client Services Inc., a New York corporation, was merged with and into the Company with the Company as the surviving entity, and the Company changed its name to "Altria Client Services LLC."

ARTICLE II

The registered office of the Company in the Commonwealth of Virginia is 4701 Cox Road, Suite 285, Glen Allen, County of Henrico, Virginia 23060. The registered agent of the Company is CT Corporation System, a foreign stock corporation authorized to transact business in the Commonwealth of Virginia, the business office of which is identical with the Company's registered office.

ARTICLE III

The Company's principal office address, including the street and number, is 6601 West Broad Street, Richmond, Virginia 23230.

Dated: July 1, 2015

Commonwealth of Virginia



State Corporation Commission

CERTIFICATE OF FACT

I Certify the Following from the Records of the Commission:

Altria Client Services Inc., a New York corporation, merged into Altria Client Services LLC, a Virginia limited liability company which changed its name to Altria Client Services LLC pursuant to a certificate of merger issued by the Commission effective as of July 1, 2015.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
June 26, 2015*



Joel H. Peck
Joel H. Peck, Clerk of the Commission