

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 12/29/2006 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Corporate Services, Inc. | | 12/29/2006 | CORPORATION: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | Associated Foreign Exchange, Inc. | | |
| Street Address: | 16133 Ventura Boulevard, Ste. 900 | | |
| City: | Encino | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 91436 | | |
| Entity Type: | CORPORATION: CALIFORNIA | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3044485 | AFEX MONEY EXPRESS | |
| Registration Number: | 3203439 | AFEX MONEY EXPRESS SI CUMPLE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (310)914-5843 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 3103124000 | | |
| Email: | ctappa@manatt.com | | |
| Correspondent Name: | Jill M. Pietrini | | |
| Address Line 1: | 11355 W. Olympic Boulevard | | |
| Address Line 2: | Manatt, Phelps & Phillips, LLP | | |
| Address Line 4: | Los Angeles, CALIFORNIA 90064 | | |
| ATTORNEY DOCKET NUMBER: | 28739-030 | | |
| NAME OF SUBMITTER: | Jill M. Pietrini | | |

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| Signature: | //jmp// |
| Date: | 07/11/2007 |
| Total Attachments: 7 source=AFEX Merger 28739#page1.tif source=AFEX Merger 28739#page2.tif source=AFEX Merger 28739#page3.tif source=AFEX Merger 28739#page4.tif source=AFEX Merger 28739#page5.tif source=AFEX Merger 28739#page6.tif source=AFEX Merger 28739#page7.tif | |

AU004433



State of California Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 30 2006

BRUCE McPHERSON
Secretary of State

A0654433

ENDORSED - FILED
in the office of the Secretary of State
of the State of California**AGREEMENT OF MERGER**

DEC 29 2006

THIS AGREEMENT OF MERGER (the "*Merger Agreement*") is made and entered into this 29 day of December, 2006, by and between Associated Foreign Exchange, Inc., a California corporation ("*AFEX*") and Corporate Services, Inc., a California corporation ("*Corporate*"), both being wholly owned subsidiaries of Associated Foreign Exchange Holdings, Inc., a California corporation ("*Holdings*").

RECITALS

1. AFEX is a corporation duly organized, validly existing and in good standing under the laws of the State of California, with authorized capital of 1,500 shares of common stock, no par value ("*AFEX Stock*"), of which, on the date hereof, 800 shares are outstanding, all of which are owned by Holdings.
2. Corporate is a corporation duly organized, validly existing and in good standing under the laws of the State of California, with authorized capital stock of 1,500 shares of common stock, no par value ("*Corporate Stock*") of which, on the date hereof, 1,000 shares are outstanding, all of which are owned by Holdings.
3. Holdings is a corporation duly organized, validly existing and in good standing under the laws of the State of California, with authorized capital stock of 1,500 shares of common stock, no par value, of which, on the date hereof, 800 shares are outstanding.
4. The respective Board of Directors of AFEX and Corporate deem it desirable and in the best interests of their respective corporations and shareholders that Corporate be merged with and into AFEX (the "*Merger*") (AFEX, following effectiveness of the Merger, being hereinafter sometimes referred to as the "*Surviving Corporation*").

NOW THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such Merger, the parties hereto agree as follows:

ARTICLE I**THE MERGER**

Upon consummation of the Merger at the Effective Date (as defined in Article VII hereof), Corporate shall be merged with and into AFEX which shall thereupon be the Surviving Corporation, and the separate corporate existence of Corporate shall cease.

ARTICLE II

ARTICLES OF INCORPORATION

The Articles of Incorporation of APEX as in effect immediately prior to the Effective Date, at and after the Effective Date, shall continue to be the Articles of Incorporation of the Surviving Corporation.

ARTICLE III

DIRECTORS

The board of directors ("*Directors*") of APEX as in effect immediately prior to the Effective Date shall, at and after the Effective Date, continue to be the Directors of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified.

ARTICLE IV

RIGHTS AND DUTIES OF SURVIVING CORPORATION

At and after the Effective Date, all rights, privileges, powers and franchises and all property and assets of every kind and description of Corporate shall be vested in and held and enjoyed by the Surviving Corporation, without further act or deed, and all the assets and interests of every kind of Corporate, including all debts due to it, shall be effectively the property of the Surviving Corporation as they were of Corporate prior to the Effective Date, and the title to any real estate vested by deed or otherwise in Corporate shall not revert or be in any way impaired by reason of the Merger, and all rights of creditors and liens upon any property of Corporate shall be preserved unimpaired and all debts, liabilities and duties of Corporate shall be the debt, liabilities and duties of the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

ARTICLE V

EFFECT ON SHARES

In and by virtue of the Merger and at the Effective Date, pursuant to this Merger Agreement, the effect on the shares of Corporate Stock and APEX Stock outstanding at the Effective Date shall be as follows:

(a) Effect on Corporate Stock. Each share of Corporate Stock outstanding immediately prior to the Effective Date shall, without further action on the part of Corporate or the holders of any such shares, be cancelled without consideration and cease to be issued and outstanding.

(b) Effect on APEX Stock. Each share of APEX Stock outstanding immediately prior to the Effective Date shall remain an outstanding share of APEX Stock and shall automatically, and for all purposes, be deemed to represent one share of common stock of the Surviving Corporation.

ARTICLE VI**FURTHER ACTION**

The parties hereto shall execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken all further or other action as they may deem necessary or desirable, in order to vest in and confirm to the Surviving Corporation title to and possession of all of Corporate's property, licenses, rights, privileges, powers and franchises hereunder, and otherwise to carry out the intent and purposes of this Merger Agreement.

ARTICLE VII**EFFECTIVE DATE**

The Merger will become effective upon the filing, in accordance with Section 1103 of the California General Corporation Law, of a copy of this Merger Agreement and the appropriate certificates of its approval with the Secretary of the State of California (the "Secretary"). The date of such filing with the Secretary is referred to herein as the "Effective Date."

ARTICLE VIII**SUCCESSORS AND ASSIGNS**

This Merger Agreement shall be binding upon and enforceable by the parties hereto and their respective successors, assigns and transferees.

ARTICLE IX**GOVERNING LAW**

This Merger Agreement has been executed in the State of California, and the laws of the State of California shall govern the validity and interpretation hereof and the performance by the parties hereto.

ARTICLE X**TERMINATION**

This Merger Agreement may, by mutual consent and action of the Boards of Directors of Corporate and AFEX, be abandoned at any time before or after approval thereof by shareholders of Corporate or AFEX, but not later than the Effective Date.

IN WITNESS WHEREOF, CORPORATE AND AFEK, pursuant to the approval and authority given by resolution of their respective Boards of Directors, have caused this Merger Agreement to be signed by their respective Presidents and Secretaries on the day and year first above written.

ASSOCIATED FOREIGN EXCHANGE, INC.

By: [Signature]
Name: Fred Kupik
Title: President

By: [Signature]
Name: Fred Kupik
Title: Secretary

CORPORATE SERVICES, INC.

By: [Signature]
Name: Juan C. Bianchi
Title: President

By: [Signature]
Name: Fred Kupik
Title: Secretary


CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

Juan C. Bianchi and Fred Kunik certify that:

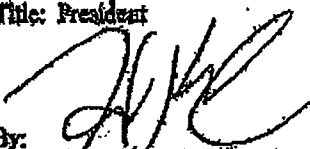
1. They are the President and Secretary, respectively, of Corporate Services, Inc., a California corporation (the "Corporation") and wholly-owned subsidiary of Associated Foreign Exchange Holdings, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors of the Corporation.
3. The Corporation has only one class of stock and the total number of outstanding shares is 1,000.
4. The principal terms of the Agreement of Merger in the form attached were approved by the Corporation by the vote of a number of shares of the class which equaled or exceeded the vote required.
5. The percentage vote required by the class is 100%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 28, 2005

By: 
 Name: Juan C. Bianchi
 Title: President

Place: Cerritos, California

By: 
 Name: Fred Kunik
 Title: Secretary



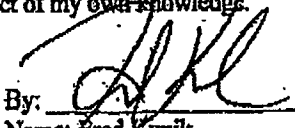
CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

I, Fred Kunik, certify that:


1. I am the President and Secretary, respectively, of Associated Foreign Exchange, Inc., a California corporation (the "Corporation") and wholly-owned subsidiary of Associated Foreign Exchange Holdings, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors of the Corporation.
3. The Corporation has only one class of stock and the total number of outstanding shares is 800.
4. The principal terms of the Agreement of Merger in the form attached were approved by the Corporation by the vote of a number of shares of each class which equaled or exceeded the vote required.
5. The percentage vote required by each class is more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date: December 28, 2006

By: 
Name: Fred Kunik
Title: President

Place: Cerritos, California

By: 
Name: Fred Kunik
Title: Secretary