

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Koolspan, LLC		03/12/2003	Limited Liability Company: MARYLAND

RECEIVING PARTY DATA	
Name:	Koolspan, Inc.
Street Address:	11134 Stephalee Lane
City:	North Bethesda
State/Country:	MARYLAND
Postal Code:	20852
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Serial Number:	76368687	KOOLSPAN
Serial Number:	76368773	SMARTWIFI

CORRESPONDENCE DATA	
Fax Number:	(212)554-7700
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212.554.7868
Email:	mbernstein@mosessinger.com
Correspondent Name:	Mitchell D. Bernstein, Esq.
Address Line 1:	1301 Avenue of the Americas
Address Line 4:	New York, NEW YORK 10019-6076

ATTORNEY DOCKET NUMBER:	08381-101
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NAME OF SUBMITTER:	Andrea K. LaGrone
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Total Attachments: 6
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STATE OF MARYLAND

**Department of
Assessments and Taxation**

Charter Division


ROBERT L. EHRICH, JR.
Governor

Ronald W. Wineholt
Director

Paul B. Anderson
Administrator

VENABLE, BAETJER & HOWARD
JULIE WILHELM
1800 MERCANTILE BANK & TRUST BLDG
2 HOPKINS PLZ
BALTIMORE MD 21201-2930

Date: 03-13-2003

This letter is to confirm acceptance of the following filing:

DEPARTMENT ID : W06655898
TYPE OF REQUEST : ARTICLES OF MERGER
DATE FILED : 03-12-2003
TIME FILED : 04:59-PM
RECORDING FEE : \$20.00
EXPEDITED FEE : \$70.00
COPY FEE : \$12.00
FILING NUMBER : 1000361988126292
CUSTOMER ID : 0001078319
WORK ORDER NUMBER : 0000712029

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES.

301 West Preston Street, Baltimore, Maryland 21201
Telephone (410) 767-1350
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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TRADEMARK
REEL: 002723 FRAME: 0231

ARTICLES OF MERGER

MERGING

KOOLSPAN, LLC
(a Maryland Limited Liability Company)

INTO

KOOLSPAN, INC.
(a Delaware Corporation)

Koolspan, LLC, a Maryland limited liability company (herein sometimes called the "Merging Company") and Koolspan, Inc., a Delaware corporation (herein sometimes called the "Successor") hereby certify to the Maryland State Department of Assessments and Taxation ("SDAT") that:

FIRST: Merging Company and Successor have agreed that Merging Company shall be merged into Successor (the "Merger").

SECOND: Successor shall survive the Merger as a corporation organized and existing under the laws of the State of Delaware and shall continue under the name Koolspan, Inc.

THIRD: The names of the entities party to the Merger are Koolspan, LLC, a Maryland limited liability company, and Koolspan, Inc., a Delaware corporation. The Successor was incorporated on March 10, 2003 under the General Corporation Law of the State of Delaware.

FOURTH: The Charter and Bylaws of Successor, as in effect immediately prior to these Articles of Merger becoming effective, shall continue in full force and effect as the Charter and Bylaws of the Successor.

FIFTH: The principal office of Merging Company in Maryland is located in North Bethesda, Maryland. Merging Company owns no interest in land in the State of Maryland. Successor does not have a principal office in Maryland.

SIXTH: The principal office of Successor in its state of incorporation is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808. The name and address of the registered agent of Successor in the State of Maryland is: CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore, Maryland 21202.

CUST ID:0001078310
WORK ORDER:0000712029
DATE:03-13-2003 07:10 PM
AMT. PAID:\$102.00

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ID:4102447883

MAR-12-03 16:59 FROM:VBH 410-244-7883

STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 3/13/03
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: [Signature] Cu. Ian
This stamp replaces our previous certification system. Effective. 3/95

SEVENTH: The Merging Company has issued and outstanding Seventeen Thousand Two Hundred Forty-Six (17,246) shares of membership interests, all of which are in one class. The total number of shares of stock of all classes that Successor has authority to issue is Twelve Million (12,000,000) shares, of which Ten Million (10,000,000) shares are common stock, \$.001 par value per share (the "Common Stock") and Two Million (2,000,000) shares are preferred stock, \$.001 par value per share, all of which are to be designated as Series A Preferred Stock. The aggregate par value of all shares of capital stock of Successor is Twelve Thousand Dollars (\$12,000.00). These Articles of Merger make no change in the capitalization of Successor or any other amendment to its Charter or Bylaws.

EIGHTH: Each share of outstanding membership interest of Merging Company shall, on the effective date of the Merger, be converted into Three Hundred (300) shares of Common Stock of Successor. The issued shares of stock of Successor shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the Merger shall continue to represent one issued share of stock of Successor. The Merger will be accomplished without consideration.

NINTH: Upon the effective time of the Merger, the separate existence of Merging Company shall cease and Successor shall own and possess all of the property, rights, privileges and franchises of whatever nature and description of Merging Company without further act or deed. Notwithstanding the foregoing, confirmatory deeds, bills of sale, assignments, or other like instruments, when deemed desirable to evidence such transfer, vesting or devolution of any property, rights, privileges or franchises, may, at any time or from time to time, be made and delivered in the name of Merging Company by the last acting officers thereof, or by the corresponding officers of Successor.

Upon the effective date of the Merger, Successor shall be liable for all the debts and obligations of Merging Company, and any existing claim, action or proceeding pending by or against it may be prosecuted to judgment or decree as if the merger had not taken place. The rights of creditors of Merging Company and Successor shall in no way be impaired by the Merger.

TENTH: The terms and conditions of the Merger set forth in these Articles of Merger and more fully described in an Agreement of Merger by and between the Merging Company and the Successor dated as of March 11, 2003 (the "Agreement of Merger") were advised, authorized, and approved by each party to these Articles of Merger in the manner and by the vote required by their respective Charters and their respective jurisdictions of incorporation or organization:

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ID:4102447682

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The Merger, on substantially the terms set forth in these Articles of Merger and the Agreement of Merger, was declared advisable and approved by all of the members and all of the managers of Merging Company by a joint written consent effective as of March 11, 2003. The Merger, on substantially the terms set forth in these Articles of Merger and the Agreement of Merger, was declared advisable and approved by the Board of Directors of Successor by written consent effective as of March 11, 2003.

ELEVENTH: This Merger shall become effective in accordance with the laws of the State of Maryland upon the date and time these Articles of Merger are filed with SDAT.

[signatures on next page]

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ID:4102447593

MAR-12-03 17:00 FROM:VBH 410-244-7593

Mar 12 03 04:38p

Jennie Pascenza

301 881 9898

SENT BY: JESSE FRANKEL;

218 291 3602;

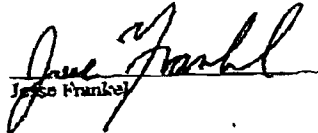
MAR-12-03 16:59;


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IN WITNESS WHEREOF, these Articles of Merger are hereby signed for and on behalf of Koolspan, LLC by Richard Z. Gutowski, a Manager of Koolspan, LLC, who does hereby acknowledge that the Articles of Merger are the act of Koolspan, LLC and does hereby state that, to the best of his knowledge, information and belief, all matters and facts set forth herein with respect to the authorization and approval of these Articles of Merger are true in all material respect and that this verification is made under the penalties of perjury; and these Articles of Merger are hereby signed for and on behalf of Koolspan, Inc. by its Vice President and witnessed by its Secretary, and each such officer does hereby acknowledge that the Articles of Merger are the corporate act of Koolspan, Inc. and does hereby state that, to the best of his knowledge, information and belief, all matters and facts set forth herein with respect to the authorization and approval of these Articles of Merger are true in all material respect and that this verification is made under the penalties of perjury.

WITNESS:

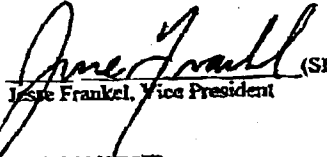
KOOLSPAN, LLC


 Jesse Frankel

By:  (SEAL)
 Richard Z. Gutowski, Manager

KOOLSPAN, INC.


 Richard Z. Gutowski, Secretary

By:  (SEAL)
 Jesse Frankel, Vice President

RESIDENT AGENT CONSENT

See Attached

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MAR-12-03 17:00 FROM:VBH 410-244-7883

I hereby consent to my designation in this document as resident agent for this entity.

CSC-Lawyers Incorporating Service Company

Signed by: *Freddy Cole*
Resident Agent

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MAR-12-03 17:00 FROM:VBH 410-244-7883