

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	MERGER
-----------------------	--------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Network Specialists, Incorporated		10/16/2003	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA	
Name:	NSI Software, Inc.
Street Address:	Two Hudson Place
Internal Address:	Suite 700
City:	Hoboken
State/Country:	NEW JERSEY
Postal Code:	07030
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8		
Property Type	Number	Word Mark
Registration Number:	2020810	DOUBLE-TAKE
Registration Number:	2066485	NSI
Registration Number:	2150441	DOUBLE-TAKE
Registration Number:	2245666	NSI SOFTWARE
Registration Number:	2752707	GEOCLUSTER
Serial Number:	76107331	GEOMIRRORING
Serial Number:	76107330	SPLIT-CLUSTER
Serial Number:	75810503	GEOCLUSTER

CORRESPONDENCE DATA	
Fax Number:	(212)878-8375
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2128788300
Email:	trademark.group@cliffordchance.com
Correspondent Name:	Clifford Chance US LLP

CH \$215.00 2020810

Address Line 1: 200 Park Avenue
Address Line 4: New York, NEW YORK 10166-0153

ATTORNEY DOCKET NUMBER: 7192-5

NAME OF SUBMITTER: Melissa Scanzillo

Total Attachments: 3
source=nsi_1#page1.tif
source=nsi_2#page1.tif
source=nsi_3#page1.tif

Delaware

PAGE 1

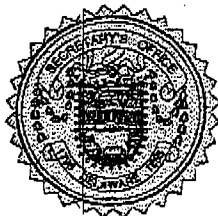
The First State

I, HARRIET SMITH WINDSOR, 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:

"NETWORK SPECIALISTS, INCORPORATED", A NEW JERSEY CORPORATION,

WITH AND INTO "NSI SOFTWARE, INC." UNDER THE NAME OF "NSI SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF OCTOBER, A.D. 2003, AT 9:06 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3704581 8100M

AUTHENTICATION: 2695345

030667602

DATE: 10-17-03

TRADEMARK
REEL: 002806 FRAME: 0969

CERTIFICATE OF MERGER

OF

NETWORK SPECIALISTS, INCORPORATED,
A New Jersey Corporation

INTO

NSI SOFTWARE, INC.,
A Delaware Corporation

The undersigned corporation does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Network Specialists, Incorporated	New Jersey
NSI Software, Inc.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is NSI Software, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of NSI Software, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is Two Hudson Place, Suite 700, Hoboken, New Jersey 07030.

SIXTH: That a copy of the Agreement of Merger will be furnished on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value per share or statement that shares are without par value</u>
Network Specialists, Incorporated	Common	100,000,000	\$.001
	Preferred	25,000,000	\$.01

Dated: October 16, 2003

NSI SOFTWARE, INC.

By /s/ Donald E. Beeler, Jr.
Donald E. Beeler, Jr., Chairman of the Board of Directors

ATTEST:

By /s/ Scott Meyers
Secretary

DelCertMerger 03.spd
11/18/03 - 01/09/04 - 101100 v1