

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Grasp Systems, Inc.		12/31/2002	CORPORATION: COLORADO

**RECEIVING PARTY DATA**

<b>Name:</b>	Grasp MISTRO, Ltd.
<b>Street Address:</b>	300 East Boardwalk, Bldg. 6A
<b>City:</b>	Fort Collins
<b>State/Country:</b>	COLORADO
<b>Postal Code:</b>	80525
<b>Entity Type:</b>	CORPORATION: COLORADO

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	1278011	GRASP
Registration Number:	1730810	GRASP MISTRO
Registration Number:	1328889	GRASP

**CORRESPONDENCE DATA**

Fax Number: (704)444-1111  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 704 444 1000  
 Email: mpoveromo@alston.com  
 Correspondent Name: Paul F. Pedigo  
 Address Line 1: 101 South Tryon Street, Suite 4000  
 Address Line 2: Bank of America Plaza  
 Address Line 4: Charlotte, NORTH CAROLINA 28280-4000

<b>NAME OF SUBMITTER:</b>	Paul F. Pedigo
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Total Attachments: 3  
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OP \$90.00 1278011

**TRADEMARK**

Change of Name

ARTICLES OF MERGER  
OF  
GRASP SYSTEMS, INC.  
AND  
GRASP MISTRO, LTD.

FILED  
DONETTA DAVIDSON  
COLORADO SECRETARY OF STATE  
20021362646 M  
\$ 110.00  
SECRETARY OF STATE  
12-31-2002 10:31:40

The undersigned corporations, pursuant to Section 7-111-101, et seq. of the Colorado Business Corporation Act, hereby execute the following Articles of Merger.

ARTICLE I

The names of the corporations proposing to merge and the state under the laws of which such corporations are organized are as follows:

<u>Name of Limited Liability Company</u>	<u>State of Organization</u>
DPC 19951132412 Grasp Systems, Inc.	Colorado
Grasp MISTRO, Ltd.	Colorado
DPC 19951134309 <i>survivor</i>	

ARTICLE II

The laws of Colorado permit such merger.

ARTICLE III

The surviving corporation shall be Grasp MISTRO, Ltd. and shall be governed by the laws of the State of Colorado. However, the name of Grasp MISTRO, Ltd., shall be changed to Grasp Systems International, Inc., immediately following the merger.

ARTICLE IV

The plan of merger is as follows:

4.1 Merger of Grasp Systems, Inc. ("Systems") into Grasp MISTRO, Ltd. ("MISTRO"). In accordance with the provisions of these Articles of Merger and the Colorado Business Corporation Act, Systems shall be merged with and into MISTRO (the "Merger"). MISTRO and Systems are herein sometimes collectively referred to as the "Constituent Companies." MISTRO shall be the surviving company and is herein sometimes referred to as the "Surviving Company." MISTRO shall continue its existence as a Colorado corporation and its name shall be changed to Grasp Systems International, Inc.

4.2 Effective Date of the Merger. The effective time and date of the Merger (the "Effective Date") shall be December 31,

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2002, with the Articles of Merger being duly executed, acknowledged or verified and filed with the Secretary of State of the State of Colorado in accordance with the Colorado Business Corporation Act.

4.3 Effect of the Merger.

(a) Surviving Company. At the Effective Date, the separate existence of Systems shall cease and MISTRO shall succeed, without other transfer, to all the rights and property of each of the Constituent Companies and shall be subject to all the debts and liabilities of each of the Constituent Companies in the same manner as if the MISTRO had itself incurred them. All rights of creditors and all liens upon the property of each of the Constituent Companies shall be preserved unimpaired, provided that such liens upon property of Systems shall be limited to the property affected thereby immediately prior to the Effective Date. Any action or proceeding pending by or against Systems may be prosecuted to judgment, which shall bind MISTRO, or MISTRO may be proceeded against or substituted in its place.

(b) Articles of Incorporation of MISTRO. At the Effective Date and without any further action on the part of the Constituent Companies, the Articles of Incorporation of MISTRO shall be and remain the Articles of Incorporation and shall after the Effective Date continue in force and effect until altered, amended or repealed in accordance with the provisions thereof or applicable law.

(c) Further Assurances. If, at any time after the Effective Date, MISTRO shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (i) to vest, perfect or confirm, on record or otherwise, in MISTRO, title to and possession of any property or right of the Constituent Companies acquired or to be acquired by reason of, or as a result of, the Merger, or (ii) otherwise to carry out the purposes of these Articles of Merger, the Constituent Companies agree that MISTRO and its officers shall be deemed to have been granted an irrevocable power of attorney to execute and deliver all such deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect, or confirm title to any possession of any such property rights in MISTRO and otherwise to carry out the purposes of these Articles of Merger, and the officers of MISTRO are fully authorized in the name of the Constituent Companies or otherwise to take any and all such action.

4.4 Conversion of Membership Interest. Each share of stock of Systems issued and outstanding immediately prior to the Effective Date of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, shall be cancelled and all rights in respect thereof shall cease to be outstanding, and each such share shall be converted into the right to receive

one share of common stock of MISTRO.

ARTICLE V

The Articles of Merger among the Constituent Companies were duly authorized and approved by the Board of Directors of each of the Constituent Companies and the shareholders voted unanimously in favor of the merger.

ARTICLE VI

All provisions of the laws of the State of Colorado applicable to the proposed merger have been complied with. The adoption of the Articles of Merger, the performance of its terms, and other requisite actions were duly approved by the directors and shareholders of each of the Constituent Companies in accordance with Colorado law.

IN WITNESS WHEREOF, Ruth Brenner as president of each of the undersigned companies has caused these Articles of Merger to be executed as of the 27<sup>th</sup> day of December, 2002, and delivered to the Colorado Secretary of State for filing.

The Secretary of State may deliver notice if filing of this document is refused and is authorized to contact the following authorized person:

Kenneth C. Wolfe  
1008 Centre Avenue  
Fort Collins, Colorado 80526  
Telephone: 970-493-8787  
Fax: 970-493-8788  
E-mail: kwolfe@wvblaw.com

Grasp Systems, Inc.

By:   
Ruth Brenner, President

Grasp MISTRO, Ltd.

By:   
Ruth Brenner, President