

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
PERFECTDATA CORPORATION		11/29/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	PERFECTDATA (DELAWARE) INC.
Street Address:	1445 E. Los Angeles Avenue
Internal Address:	Suite 208
City:	Simi Valley
State/Country:	CALIFORNIA
Postal Code:	93065
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2209172	SHOPDUSTER
Registration Number:	1322874	CAREWARE
Registration Number:	1331856	DIAL 'N' FILE
Registration Number:	2721515	PERFECTDUSTER
Registration Number:	2724291	ECODUSTER
Registration Number:	1707702	PERFECTDATA

CORRESPONDENCE DATA

Fax Number: (213)896-2450
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (213) 896-2586

Email: ptdocketing@hklaw.com

Correspondent Name: HOLLAND & KNIGHT LLP

Address Line 1: 633 West Fifth Street

Address Line 2: 21st Floor

Address Line 4: Los Angeles, CALIFORNIA 90071-2040

CH \$165.00 2209172

ATTORNEY DOCKET NUMBER:

22222/PERFECTDATA

NAME OF SUBMITTER:

Theresa W. Middlebrook

Total Attachments: 3

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Delaware

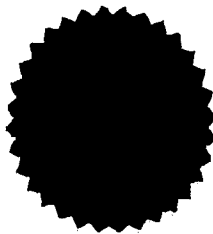
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"PERFECTDATA CORPORATION", A CALIFORNIA CORPORATION, WITH AND INTO "PERFECTDATA (DELAWARE) INC." UNDER THE NAME OF "PERFECTDATA (DELAWARE) INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2004, AT 11:48 O'CLOCK A.M.

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



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040852649

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3502971

DATE: 11-29-04

TRADEMARK

REEL: 002983 FRAME: 0322

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:48 AM 11/29/2004
FILED 11:48 AM 11/29/2004
SRV 040832649 - 3877701 FILE

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
AND MERGER**

**Section 253B Parent into Subsidiary
Page 1 of 2**

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING**

PERFECTDATA CORPORATION

INTO

PERFECTDATA (DELAWARE) INC.

PerfectData Corporation, a corporation organized and existing under the laws of the State of California,

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of California on the 8th day of June, 1976.

SECOND: That it owns all of the outstanding shares of the capital stock of PerfectData (Delaware) Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware on the 5th of November, 2004.

THIRD: That its Board of Directors at a meeting held on the 19th day of March, 2004, determined to merge the corporation into said PerfectData (Delaware) Inc., and did adopt the following resolutions:

RESOLVED, that this corporation, PerfectData Corporation, merge itself into PerfectData (Delaware) Inc, which corporation, PerfectData (Delaware) Inc., assumes all of the obligations of PerfectData Corporation.

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

Upon completion of the merger, the holders of the Common Stock, no par value, of PerfectData Corporation shall receive an equivalent number of shares of the Common Stock, \$.01 par value, of PerfectData (Delaware) Inc. and shall have no further claims of any kind or nature; and all of the shares of PerfectData (Delaware) Inc. held by PerfectData Corporation shall be surrendered and canceled and, upon completion of the merger, the name of PerfectData (Delaware) Inc. shall be changed to PerfectData Corporation.

FURTHER RESOLVED, that this resolution to merge be submitted to the shareholders of this corporation, PerfectData Corporation, at the last known address of each shareholder soliciting their consents pursuant to Section 14 of the Securities Exchange Act of 1934, as amended, and Section 603 of the California General Corporation Law and, in the event that the holders of at least a majority of the stock of this corporation, PerfectData Corporation, consent in favor of this resolution that the merger shall be deemed approved.

FOURTH: That this merger has been approved by the holders of at least a majority of the outstanding shares of stock of this corporation, PerfectData Corporation, pursuant to consents obtained pursuant to Section 14 of the Securities Exchange Act, as amended, and Section 603 of the California General Corporation Law.

IN WITNESS WHEREOF, said PerfectData Corporation has caused this Certificate to be signed by Harris A. Shapiro, an authorized officer, this 29th of November, 2004.

PERFECTDATA CORPORATION

By: [Signature]
Authorized Officer

Name: Harris A. Shapiro

Title: Chairman of the Board and Chief Executive Officer