

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

TotalCare, Inc.
130 Campus Drive
Edison, New Jersey 08837

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State
- Other _____

Citizenship (see guidelines) New Jersey

Execution Date(s) December 20, 2002

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: **Innovativ Systems Design, Inc.**

Internal

Address: _____

Street Address: 130 Campus Drive

City: Edison

State: New Jersey

Country: USA Zip: 08837

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship New Jersey
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)

76/274,804

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

ITVERIFY & Design

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Dana Breitman

Internal Address: Goodwin Procter, LLP

Street Address: 599 Lexington Avenue

City: New York

State: New York Zip: 10022

Phone Number 212-813-8800

Fax Number: 212-355-3333

Email Address: dbreitman@goodwinprocter.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 060923

Authorized User Name Dana Breitman

9. Signature:


Signature

12/14/04
Date

DANA BREITMAN
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 060923 76274804

**TOTALECARE, CORP.
PLAN OF DISSOLUTION, COMPLETE LIQUIDATION,
AND TERMINATION OF EXISTENCE**

The following Plan of Dissolution, Complete Liquidation, and Termination of Existence of the Corporation (hereinafter called the "Plan") shall be effective only upon the adoption and approval of the Plan at a special meeting of shareholders by the affirmative vote of the holders of record of a majority of the outstanding shares of the Corporation. The day of such adoption and approval by the shareholders is hereinafter called the Effective Date of the plan.

1. Dissolution. As promptly as practicable after the Effective Date of the Plan, the Corporation shall be dissolved in accordance with the laws of the State of New Jersey.

2. Cessation of Business. After the Effective Date, the Corporation shall not engage in any business activities except for the purposes of selling or preserving the value of its assets, adjusting and winding up its business and affairs, and distributing its assets in accordance with the Plan. The directors now in office and, at their pleasure, the officers, shall continue in office solely for these purposes.

3. Payment of Debts. All known or ascertainable liabilities of the Corporation shall be promptly paid or provided for. Innovative System Design, Inc. shall attend to the payment of estimated expenses, taxes, pensions, leases and contingent liabilities (including expenses of dissolution, liquidation and termination of existence and distribution of assets).

4. Restrictions on Transfers of Shares. The proportionate interests of shareholders in the assets of the Corporation shall be fixed on the basis of their respective shareholdings at the close of business on the Effective Date of the Plan. At such time, the books of the Corporation shall be closed. Thereafter, unless the books are reopened because the Plan cannot be carried into effect under the laws of the State of New Jersey, or otherwise, the shareholders' respective interests in the assets shall not be transferable by

the negotiation of share certificates.

5. Sale of Assets. After this plan has been adopted, and the adoption ratified in accordance with the foregoing procedure, the Corporation shall accomplish its liquidation by a sale of all of its properties and assets of every description, real and personal, including the operating name of the corporation's business, to Innovative Systems Design, Inc. or its assigns for the assumption of all the corporation's liabilities. Such transfer shall partly address the debt of the Corporation to Innovative Systems Design, Inc. in the amount of \$2,161,647.32 as of June 30, 2002.

6. Right to Liquidating Distribution. As soon as possible after the Effective Date of the Plan, each shareholder of record shall be given notice to deliver to Freundlich & Reisen, Esqs., the certificates representing all of the Corporation's shares owned by such shareholder as of the close of business on the Effective Date of the Plan.

7. Property Distribution. Any shareholder may offer to purchase the Corporation's assets for a sum equal or greater than the debt of the Corporation to Innovative Systems Design, Inc.

8. Final Liquidating Distribution. At such time as the Board of Directors of the Corporation may determine that all liabilities of the Corporation have been paid or provided for, including all costs of effecting and administering the Plan, the directors shall transfer any amount remaining in such fund to the Agent for Shareholders for distribution to the shareholders, or their designees or assignees, on a pro rata basis, or, if there is no amount remaining, shall certify that fact to the Agent for Shareholders.

9. Power of Board of Directors. The Board of Directors and, if authorized by the directors, the officers, shall have authority to do or authorize any and all acts and things as provided for in the Plan and any and all such further acts and things as they may

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NO.162 P.4/7

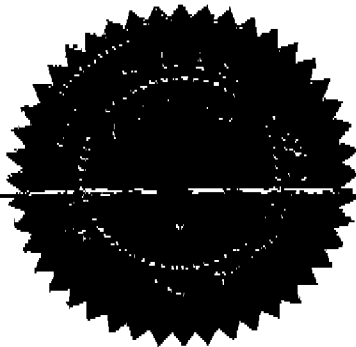
consider desirable to carry out the purposes of the Plan, including the execution and filing of all such certificates, documents, contracts, bills of sale, security agreements, information returns, tax returns, and other documents which may be necessary or appropriate to implement the Plan. The directors may authorize such variations from or amendments to the provisions of the Plan as may be necessary or appropriate to effectuate the dissolution, complete liquidation, and termination of existence of the Corporation, and the distribution of its assets to its shareholders in accordance with the laws of the State of New Jersey. The death, resignation, or other disability of any director or officer of the Corporation shall not impair the authority of the surviving or remaining director(s) or officer(s) to exercise any of the powers provided for in the Plan. Upon such death, resignation, or other disability, the surviving or remaining director(s), or, if there be none, the surviving or remaining officer(s), shall have the authority to fill the vacancy or vacancies so created, but the failure to fill such vacancy or vacancies shall not impair the authority of the surviving or remaining director(s) or officer(s) to exercise any of the powers provided for in the Plan.

**STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
CERTIFICATE RELATIVE - DISSOLUTION**

TOTALECARE, CORP

*I, the Treasurer of the State of New Jersey, do hereby certify, that the above-named New Jersey Domestic Profit Corporation did on the 17th of December, 2002, file and record in this department a Certificate Relative to a Dissolution in the home state, thereby terminating existence of
TOTALECARE, CORP
as by the statutes of this State required.*

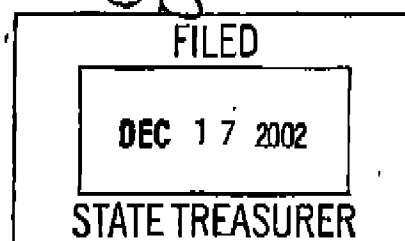
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 20th day of December, 2002



*John E McCormac, CPA
State Treasurer*

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NO.162 P.6/7



**CERTIFICATE OF DISSOLUTION
OF
TOTALECARE CORP.**

Pursuant to the provisions of N.J.S.A. 14A:12-4, the undersigned, being the authorized officers of the corporation, certify that:

- (a) The name of the corporation is TotalECare, Corp.
- (b) The name of the registered agent of the corporation is Ernie Muir, c/o CSSC, Inc., 130 Campus Drive, Edison, New Jersey 08837.
- (c) The location of the registered office of the corporation is c/o CSSC Inc., 130 Campus Drive, Edison, New Jersey 08837
- (d) The names of its only directors and officers are Wayne Bordone, President, Ernie Muir, Director and Secretary, and Dave Nocera, Christian Marston, Waseem Malek, Linda Spinella, Gloria Mellina, Karen Vozelgang and Rosemary Conway, Directors.
- (e) A copy of the Shareholder's resolution authorizing dissolution is attached hereto.
- (f) The date and place of meeting of shareholders called upon to vote on the question of dissolution was June 13, 2002 at the office of the corporation in Edison, New Jersey.
- (g) The number of outstanding shares is 900.
- (h) The number of shares represented at the meeting was 500.
- (i) The number of shares voting for dissolution was 500 and the number voting against was 0.
- (j) The effective date of dissolution shall be the date a Certificate of Dissolution is filed in the office of the Secretary of State of New Jersey.

IN WITNESS WHEREOF, this Certificate has been signed and sealed this _____ day of October, 2002.

S 1189960
J 2283695


Ernest Muir, Secretary

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