

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Entity conversion converting ITspatial, LLC to ITspatial, Inc.

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
ITspatial, LLC		09/23/2004	limited liability company: VIRGINIA

**RECEIVING PARTY DATA**

<b>Name:</b>	ITspatial, Inc.
<b>Street Address:</b>	6849 Old Dominion Drive
<b>Internal Address:</b>	Suite 370
<b>City:</b>	McLean
<b>State/Country:</b>	VIRGINIA
<b>Postal Code:</b>	22101
<b>Entity Type:</b>	CORPORATION: VIRGINIA

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Serial Number:	78520661	I3DM
Serial Number:	78520649	I3DM
Serial Number:	78520662	INTEGRATING PEOPLE THROUGH TECHNOLOGY FOR A SAFER WORLD
Serial Number:	78520652	INTELLIGENT 3D MAP
Serial Number:	78520657	ITSPATIAL
Serial Number:	78520646	ITSPATIAL KNOWLEDGE THROUGH VISUALIZATION
Registration Number:	2691027	VIO
Registration Number:	2521037	ITSPATIAL
Registration Number:	2862519	INTERSCOPE

**CORRESPONDENCE DATA**

Fax Number: (954)463-2030

CH \$240.00 78520661

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (954)468-7879  
Email: don.showalter@hklaw.com  
Correspondent Name: Holland & Knight LLP/Donald S. Showalter  
Address Line 1: One East Broward Boulevard  
Address Line 2: Suite 1300  
Address Line 4: Fort Lauderdale, FLORIDA 33301

NAME OF SUBMITTER:	Donald S. Showalter
Signature:	/Donald S. Showalter/
Date:	06/17/2005

**Total Attachments: 9**  
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**COMMONWEALTH OF VIRGINIA**  
**ARTICLES OF ENTITY CONVERSION**  
**OF**  
**ITSPATIAL, LLC**

Pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, the undersigned executes the following articles of entity conversion and states as follows:

**FIRST:** The name of the limited liability company (the "Company") immediately prior to the filing of these articles of entity conversion is ITspatial, LLC. The limited liability company shall convert to a Virginia corporation and its name shall be ITspatial, Inc. (the "Corporation").

**SECOND:** The plan of the entity conversion is set forth as follows:

**A. Plan of Entity Conversion**

**I. Purpose**

To convert ITspatial, LLC (the "Company") from a Virginia limited liability company to a Virginia corporation, named ITspatial, Inc. (the "Corporation"), pursuant to this Plan of Entity Conversion (the "Plan") in a manner that preserves the ownership proportion and relative rights, preferences and limitations of each Membership Interest of the Members of the Company, as set forth in the Second Amended and Restated Operating Agreement of ITspatial, LLC, dated January 1, 2004 (the "Operating Agreement").

**II. Conversion of Membership Interests**

The Membership Interests of the Company are comprised of the Membership Interests owned by Principal Members, who, by the terms of the Operating Agreement, have voting rights, and the Membership Interests of Non-Voting Members, who have no voting rights. Other than voting rights, the rights, preferences and limitations of each Membership Interest are the same. The manner and basis of converting the Membership Interests of the Company into shares of stock of the Corporation, as set forth in the Articles of Incorporation of ITspatial, Inc., are as follows:

**1. Membership Interests of Principal Members.**

The Membership Interest, as defined by a percentage, owned by each Principal Member as of the date of the filing of the Articles of Entity Conversion (the "Effective Date") shall automatically convert on the Effective Date into shares of common stock of the Corporation, in accordance with the following formula: a 47.5% Percentage Interest shall convert to 21.0% of the total common stock of One Million (1,000,000) Shares (the

ITspatial, LLC  
Articles of Entity Conversion

"Total Common Stock") of the Corporation, authorized by the Articles of Incorporation, as of the Effective Date. Accordingly, each unit of Percentage Interest owned by a Principal Member of the LLC shall convert into 4421.1 shares of Common Stock of the Corporation. Thus, a 47.5% Percentage Interest (made up of 47.5 units) in the LLC shall convert automatically to 210,000 shares of Common Stock of the Corporation, which shares shall be issued to each Principal Member on the Effective Date.

2. Membership Interests of Non-Voting Members.

The Membership Interest, as defined by a percentage determined as of the Effective Date, owned by a Non-Voting Member of the Company shall automatically convert on the Effective Date, into shares of Common Stock of the Corporation, in accordance with the following: a 5% Percentage Interest shall convert to 3% of the Total Common Stock (as defined above) of the Corporation, as of the Effective Date. Accordingly, each unit of Percentage Interest owned by a Non-Voting Member of the LLC shall convert into 6,000 shares of Common Stock of the Corporation. Accordingly, the Non-Voting Member's 5% Percentage Interest (made up of 5 units) in the LLC shall convert automatically into 30,000 shares of Common Stock of the Corporation, which shares shall be issued to the Non-Voting Member on the Effective Date.

3. Total Shares Issued on Effective Date.

The Articles of Incorporation of the Corporation will authorize One Million (1,000,000) shares of Common Stock. Of that amount, the Corporation will issue 450,000 on the Effective Date, as follows:

<u>Shareholder</u>	<u>Number of Shares Issued</u>	<u>Percentage of Issued Shares</u>
Principal Member	210,000	46.67%
Principal Member	210,000	46.67%
Non-voting Member	30,000	6.67%

III. Amendments to Plan

This Plan may be amended prior to the issuance of the Certificate of Entity Conversion. An amendment made to this Plan subsequent to the submission of the Plan to the Principal Members shall not alter or change the terms or conditions of the Plan if the change would adversely affect the membership interests of the converting entity.

B. Attached as a separate attachment is the full text of the Articles of Incorporation of the Corporation as they will be in effect immediately after the consummation of the conversion.

**THIRD:** The plan of entity conversion was adopted by the unanimous vote of the Principal Members of the Company pursuant to the relevant provisions of the Company's operating agreement.

ITspatial, LLC  
Articles of Entity Conversion

The undersigned declares that the facts herein stated are true as of August 0, 2004.

ITspatial, LLC

  
Brian E. O'Toole

Exhibit A

COMMONWEALTH OF VIRGINIA

ARTICLES OF INCORPORATION

of

ITSPATIAL, INC.

PURSUANT TO Chapter 9 of Title 13.1 of the Code of Virginia, the undersigned executes the following Articles of Incorporation and states as follows:

- FIRST:** The name of the corporation is ITspatial, Inc. (the "Corporation").
- SECOND:** The Corporation is authorized to issue one million (1,000,000) shares of common stock, each at a par value of \$0.01 per share.
- THIRD:**
- A. The name of the Corporation's initial registered agent is Brian O'Toole.
  - B. The initial registered agent is a resident of Virginia and an initial director of the corporation.
- FOURTH:**
- A. The Corporation's initial registered office address, which is the business address of the initial registered agent, is 6849 Old Dominion Drive, Suite 370, McLean, Virginia, 22101.
  - B. The registered office is located in the County of Fairfax.
- FIFTH:** The initial directors of the Corporation are:
- |                  |  |
|------------------|--|
| Brian E. O'Toole | 322 North Saint Asaph Street<br>Alexandria, VA 22314 |
| William MacKrell | 43436 Colter Court<br>Ashburn, VA 20147              |
- SIXTH:** Any action permitted to be taken at any annual or special meeting of the shareholders may be taken without a meeting and without prior notice if the action is taken by unanimous vote of the stockholder or stockholders owning shares of issued and outstanding Class A common stock at a meeting at which all shares entitled to vote thereon were present and voted.

ITspatial, LLC  
Articles of Entity Conversion

**SEVENTH:** To the fullest extent permitted under Virginia law, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer of the Corporation, or other claims in any proceeding brought by or in the right of the Corporation, or brought by or on behalf of the stockholders of the Corporation, except for liability (a) for any breach of the director's or officer's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions that involve willful misconduct or a knowing violation of criminal law or of any state or federal securities laws, including, without limitation, any claim of unlawful insider trading or manipulation of any market for any security, or (c) for any transaction from which the director or officer derived an improper personal benefit.

**EIGHTH:** The Corporation shall indemnify its directors and officers against personal liability for their actions taken on behalf of the Corporation to the fullest extent permitted by Virginia law, as the same exists or may hereafter be amended. The indemnification provided by these Articles shall not be deemed exclusive of any other rights to which such director or officer may be entitled under the Corporation's bylaws, by agreement, pursuant to any vote of the shareholders, or otherwise.

INCORPORATOR

By: \_\_\_\_\_  
John A. Knab



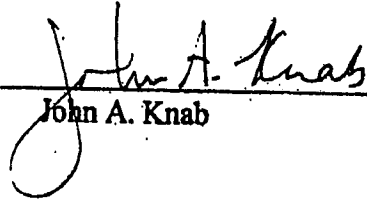


brought by or in the right of the Corporation, or brought by or on behalf of the stockholders of the Corporation, except for liability (a) for any breach of the director's or officer's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions that involve willful misconduct or a knowing violation of criminal law or of any state or federal securities laws, including, without limitation, any claim of unlawful insider trading or manipulation of any market for any security, or (c) for any transaction from which the director or officer derived an improper personal benefit.

**EIGHTH:** The Corporation shall indemnify its directors and officers against personal liability for their actions taken on behalf of the Corporation to the fullest extent permitted by Virginia law, as the same exists or may hereafter be amended. The indemnification provided by these Articles shall not be deemed exclusive of any other rights to which such director or officer may be entitled under the Corporation's bylaws, by agreement, pursuant to any vote of the shareholders, or otherwise.

INCORPORATOR

By: \_\_\_\_\_

  
John A. Knab

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**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

**AT RICHMOND, SEPTEMBER 3, 2004**

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

**ITSPATIAL LLC**

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

**CERTIFICATE OF ENTITY CONVERSION**

be issued and admitted to record with the articles of entity conversion and articles of incorporation in the Office of the Clerk of the Commission, effective September 3, 2004.

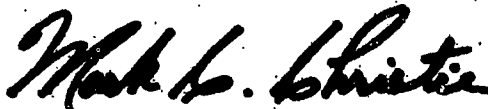
When the certificate becomes effective, ITSPATIAL LLC is deemed to be a corporation incorporated under the laws of this Commonwealth with the name

**ITspatial, Inc.**

The corporation is granted the authority conferred on it by law in accordance with its articles of incorporation, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CNVRCACT  
CIS0436  
04-09-01-0171

TRADEMARK  
REEL: 003107 FRAME: 0353

# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of all documents constituting the charter of ITspatial, Inc. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
May 16, 2005*

*Joel H. Peck*  
Joel H. Peck, Clerk of the Commission

CIS0448

RECORDED: 06/17/2005

TRADEMARK  
REEL: 003107 FRAME: 0354