

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/10/1997

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Homewatch Corporation		07/10/1997	CORPORATION: COLORADO

RECEIVING PARTY DATA

Name:	Homewatch International, Inc.
Street Address:	2865 South Colorado Boulevard
City:	Denver
State/Country:	COLORADO
Postal Code:	80222
Entity Type:	CORPORATION: COLORADO

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1378585	HOMEWATCH

CORRESPONDENCE DATA

Fax Number: (303)291-2400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 303-291-2300
 Email: dentrademark@perkinscoie.com
 Correspondent Name: Garrett M. Tuttle
 Address Line 1: 1899 Wynkoop Street
 Address Line 2: Suite 700
 Address Line 4: Denver, COLORADO 80202

NAME OF SUBMITTER:	Garrett M. Tuttle
Signature:	/Garrett M. Tuttle/
Date:	08/24/2005

CH \$40.00 1378585

Total Attachments: 4

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ARTICLES OF MERGER

THESE ARTICLES OF MERGER are entered into by and between the corporations named in Article SECOND below, which are referred to herein collectively as the "Constituent Corporations".

FIRST: The Constituent Corporations have agreed to merge and the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth herein.

DPC 19971314449 NC98

SECOND: The parties to these Articles of Merger are HOMEWATCH CORPORATION, a Colorado corporation ("HC"), and HOMEWATCH INTERNATIONAL, INC., a Colorado corporation ("HI, Inc.>").

DPC 19921124138 NC95

THIRD: HI, Inc. shall be the successor corporation (hereinafter sometimes referred to as "Successor").

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\$ 60.00

FOURTH: The number of votes cast by the shareholders of HI, Inc. for approval of the merger upon the terms and conditions set forth in these Articles of Merger was sufficient for approval by the shareholders of HC, in accordance with the Articles of Incorporation of HC and Section 7-111-103 of the Colorado Business Corporation Act ("CBCA").

SECRETARY OF STATE
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FIFTH: The number of votes cast by the shareholders of HI, Inc. for approval of the merger upon the terms and conditions set forth in these Articles of Merger was sufficient for approval by the shareholders of HI, Inc., in accordance with the Articles of Incorporation of HI, Inc. and Section 7-111-103 of the CBCA.

SIXTH: On the Effective Date, the Articles of Incorporation of the Successor are hereby amended and restated to be as set forth in Exhibit A.

SEVENTH: HC has authority to issue shares of one class of stock, namely 500,000 shares of \$0.10 par value common stock (the "HC Common Stock").

EIGHTH: HI, Inc. has authority to issue shares of one class of stock, namely 500,000 shares of \$0.10 par value common stock (the "HI, Inc. Common Stock").

NINTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration and the treatment of any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

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(a) Each share of HC Common Stock, if any, which is issued but not outstanding and held as treasury shares on the Effective Date of this merger shall be cancelled.

(b) Each share of HI, Inc. Common Stock which is issued and outstanding on the Effective Date shall remain issued and outstanding as one share of HI, Inc. Common Stock.

(c) The issued and outstanding shares of HC Common Stock on the Effective Date shall be converted or exchanged by the Successor into the following shares of HI, Inc. Common Stock:

	<u>Shares Of HC Common Stock To Be Converted</u>	<u>Shares of HI, Inc. Common Stock To Be Received</u>
Paul A. Sauer	1,322 shares	5,829 shares
Beatrice R. Sauer	<u>660 shares</u>	<u>2,871 shares</u>
Total	1,982 shares	8,700 shares

(d) No scrip or fractional share certificates of HI, Inc. shall be issued as a result of the merger transaction described hereinabove, but in lieu of each fractional interest, a HC stockholder entitled to a fractional share equal to one-half or more of one share of HI, Inc. Common Stock shall receive a full share of HI, Inc. Common Stock and any fractional share equal to less than one-half of one share of HI, Inc. Common Stock shall be eliminated.

(e) After the merger transaction described above shall have become effective, each holder of an outstanding certificate or certificates theretofore representing HC Common Stock shall surrender the same to Successor and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of HI, Inc. Common Stock into which the HC Common Stock represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof.

Until such surrender, HC Common Stock shall be deemed for all corporate purposes, other than the payment of distributions, to evidence ownership of the number of full shares of HI, Inc. Common Stock to be delivered with respect to such shares of HC Common Stock. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of HI, Inc. Common Stock as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates, but upon surrender of any such certificate or certificates, there shall be paid to the record holder of the certificate or certificates of HI, Inc. Common Stock delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such distributions which shall have theretofore become payable to them with respect to such shares of HI, Inc. Common Stock.

If any holder of an outstanding certificate or certificates representing HC Common Stock shall deliver to Successor such affidavits, indemnity agreements or surety bonds as HI, Inc. shall reasonably require in conformity with its customary procedure with respect to lost stock certificates of HI, Inc., Successor shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing HC Common Stock.

TENTH: Upon the Effective Date:

(a) the assets and liabilities of HC shall be taken up on the books of the Successor at the amount at which they shall at that time be carried on the books of HC, subject to such adjustments, if any, as may be necessary to conform to the Successor's accounting procedures; and

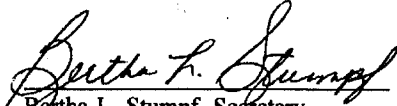
(b) all of the rights, privileges, immunities, powers, purposes, and franchises of HC and all property, real, personal and mixed, and all debts due to HC on whichever account shall be vested in the Successor, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Successor as they were of HC, and all debts, liabilities, obligations and duties of HC shall thenceforth attach to the Successor and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

The Constituent Corporations, by mutual consent of their respective Boards of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them; provided, however, that no such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Boards of Directors.

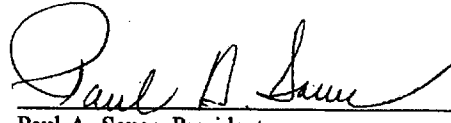
The merger provided for by these Articles of Merger shall become effective on the date these Articles of Merger are filed with the Colorado Secretary of State (the "Effective Date").

IN WITNESS WHEREOF, HC and HI, Inc., the corporate parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Secretaries as of the 30th day of June, 1997.

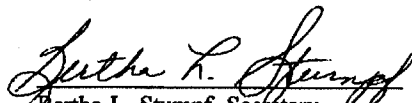
ATTEST:


Bertha L. Stumpf, Secretary

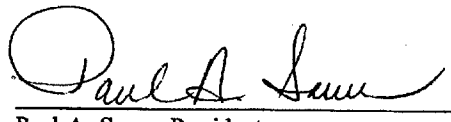
HOMEWATCH CORPORATION


Paul A. Sauer, President

ATTEST:


Bertha L. Stumpf, Secretary

HOMEWATCH INTERNATIONAL, INC.


Paul A. Sauer, President