

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ITspatial, Inc.	FORMERLY ITspatial, LLC	09/29/2005	CORPORATION: VIRGINIA

RECEIVING PARTY DATA

Name:	Overwatch Systems, Ltd.
Street Address:	301 Camp Craft Rd
City:	Austin
State/Country:	TEXAS
Postal Code:	78746
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	2862519	INTERSCOPE
Registration Number:	2521037	ITSPATIAL
Registration Number:	2691027	VIO
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

CORRESPONDENCE DATA

Fax Number: (714)755-8290

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

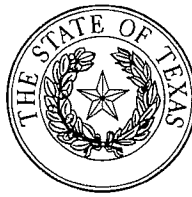
OP \$240.00 2862519

Phone: 714-540-1235
Email: ipdocket@lw.com
Correspondent Name: Julie L. Dalke
Address Line 1: 650 Town Center Drive, Suite 2000
Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	031935-0158
NAME OF SUBMITTER:	Anna T Kwan
Signature:	/atk/
Date:	10/05/2005

Total Attachments: 8

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Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

ITspatial, Inc.
Foreign Business Corporation
Virginia, USA
[Entity not of Record, Filing Number Not Available]

Into

Overwatch Systems, Ltd.
(formerly: Austin Info Systems, Ltd.)
Domestic Limited Partnership (LP)
[Filing Number: 800403417]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated: 09/29/2005

Effective: 09/30/2005 11:58 pm



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

**CERTIFICATE OF MERGER
ITSPATIAL, INC.
AND
AUSTIN INFO SYSTEMS, LTD.**

**FILED
In the Office of the
Secretary of State of Texas
SEP 29 2005
Corporations Section**

To Secretary of State
State of Texas

Pursuant to the provisions of the Texas Revised Limited Partnership Act, the foreign corporation and the domestic limited partnership herein named do hereby adopt the following certificate of merger for the purpose of merging the foreign corporation with and into the domestic limited partnership

1. The names of the constituent business organizations are ITspatial, Inc., which is a business corporation organized under the laws of the State of Virginia, and Austin Info Systems, Ltd., which is a limited partnership organized under the laws of the State of Texas, and which is subject to the provisions of the Texas Revised Limited Partnership Act.
2. Annexed hereto and made a part hereof is the Plan of Merger for merging ITspatial, Inc. with and into Austin Info Systems, Ltd. as adopted by unanimous written consent of the board of directors of ITspatial, Inc. as of September 29, 2005 and by consent of the general partner of Austin Info Systems, Ltd. as of September 29, 2005.
3. The approval of the Plan of Merger was duly authorized by all action required by the laws under which Austin Info Systems, Ltd. was formed and by its constituent documents.
4. The approval of the Plan of Merger was duly authorized by all action required by the laws under which *ITspatial, Inc.* was formed and by its constituent documents.
5. Austin Info Systems, Ltd. will continue to exist as the surviving entity under the name Overwatch Systems, Ltd. pursuant to the provisions of the Texas Revised Limited Partnership Act.
6. The merger herein provided for shall be effective in the State of Texas at 11:58 p.m. on September 30, 2005.

* * *

Executed as of September 29, 2005.

ITSPATIAL, INC.

By: 
Brian E. O'Toole, President

AUSTIN INFO SYSTEMS, LTD.

By: AIS GP, LLC, its General Partner

By: AIS Holding Company, LLP, sole
member of the General Partner

By: AIS Acquisition Corp., its Managing
Partner

By: _____
William R. Craven, President

[Signature Page to Certificate of Merger – Texas]

Executed as of September 29, 2005.

ITSPATIAL, INC.

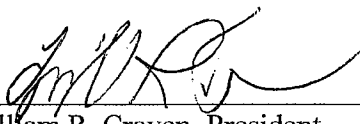
By: _____
Brian E. O'Toole, President

AUSTIN INFO SYSTEMS, LTD.

By: AIS GP, LLC, its General Partner

By: AIS Holding Company, LLP, sole
member of the General Partner

By: AIS Acquisition Corp., its Managing
Partner

By: 

William R. Craven, President

[Signature Page to Certificate of Merger – Texas]

PLAN OF MERGER

This PLAN OF MERGER was approved as of September 29, 2005 by ITspatial, Inc., a business corporation organized under the laws of the State of Virginia, and by resolution adopted by its Board of Directors as of September 29, 2005, and was approved as of September 29, 2005 by Austin Info Systems, Ltd., a limited partnership organized under the laws of the State of Texas, and by the consent of its general partner as of September 29, 2005.

1. ITspatial, Inc. and Austin Info Systems, Ltd. shall, pursuant to the provisions of the Virginia Stock Corporation Act and the Texas Revised Limited Partnership Act, be merged with and into a single business entity, Austin Info Systems, Ltd., which shall be the surviving business entity at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving business entity," and which shall continue to exist as said surviving business entity under the name Overwatch Systems, Ltd., pursuant to the provisions of the Texas Revised Limited Partnership Act. The separate existence of ITspatial, Inc., which is sometimes hereinafter referred to as the "non-surviving business entity," shall cease at the effective time and date of the merger in accordance with the provisions of the Virginia Stock Corporation Act and the Texas Revised Limited Partnership Act.

2. The surviving business entity shall succeed to all rights, assets, liabilities and obligations of the non-surviving business entity. The Certificate of Limited Partnership of the surviving business entity at the effective date of the merger shall be the Certificate of Limited Partnership of the surviving business entity. The Limited Partnership Agreement of the surviving business entity at the effective date of the merger shall continue to be the Limited Partnership Agreement of the surviving business entity, and will continue in full force unless amended by its partners.

3. On the effective date of the merger, each share of stock of the non-surviving business entity immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled automatically. Each general partnership interest and each limited partnership interest of the surviving business entity outstanding immediately prior to the effective date of the merger will continue to represent the outstanding partnership interests of the surviving business entity until such time as the Agreement of Limited Partnership of the surviving business entity is amended.

4. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving business entity for their approval or rejection in the manner prescribed by the provisions of the Virginia Stock Corporation Act and the Texas Revised Limited Partnership Act, and the merger of the non-surviving business entity with and into the surviving business entity shall be authorized in the manner prescribed by the provisions of the Virginia Stock Corporation Act and the Texas Revised Limited Partnership Act.

5. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving business entity in the manner prescribed by the provisions of the Virginia Stock Corporation Act and the Texas Revised Limited Partnership Act, and in the event that the merger of the non-surviving business entity with and into the surviving business

entity shall have been duly authorized in compliance with the provisions of the Virginia Stock Corporation Act and the Texas Revised Limited Partnership Act, the non-surviving business entity and the surviving business entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Virginia and the State of Texas, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

6. The board of directors and the proper officers of the non-surviving business entity and the general partner of the surviving business entity, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

7. A signed Plan of Merger is on file at Austin Info Systems, Ltd. at 301 Camp Craft Rd., Austin, Texas 78746. A copy of the Plan of Merger is available on written request to any partner of the surviving business entity in accordance with the Texas Revised Limited Partnership Act.

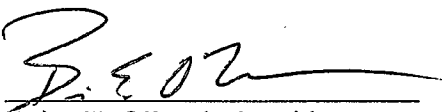
8. This Plan of Merger shall be effective as of 11:58 p.m. on September 30, 2005.

* * *

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The undersigned duly authorized representatives of the surviving corporation and the non-surviving corporation have executed this Plan of Merger as of September 29, 2005.

ITSPATIAL, INC.

By: 
Brian E. O'Toole, President

AUSTIN INFO SYSTEMS, LTD.

By: AIS GP, LLC, its General Partner

By: AIS Holding Company, LLP, sole member of the General Partner

By: AIS Acquisition Corp., its Managing Partner

By: _____
William R. Craven, President

[Signature Page to Plan of Merger]

TRADEMARK
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The undersigned duly authorized representatives of the surviving corporation and the non-surviving corporation have executed this Plan of Merger as of September 29, 2005.

ITSPATIAL, INC.

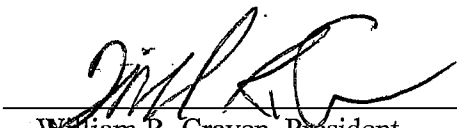
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By: AIS Acquisition Corp., its Managing Partner

By:  _____
William R. Craven, President

[Signature Page to Plan of Merger]