

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/01/2000

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Automated Weather Source, Inc.		06/01/2000	CORPORATION: WYOMING

**RECEIVING PARTY DATA**

Name:	AWS Convergence Technologies, Inc.
Street Address:	12410 Milestone Center Drive
Internal Address:	Suite 300
City:	Germantown
State/Country:	MARYLAND
Postal Code:	20876
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2314353	INSTASPORTS

**CORRESPONDENCE DATA**

Fax Number: (703)413-2220  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 703-413-3000  
 Email: tmdocket@oblon.com, jhudis@oblon.com  
 Correspondent Name: Jonathan Hudis c/o Oblon, Spivak et al.  
 Address Line 1: 1940 Duke Street  
 Address Line 4: Alexandria, VIRGINIA 22314

ATTORNEY DOCKET NUMBER:	284978US69
NAME OF SUBMITTER:	Jonathan Hudis
Signature:	/Jonathan Hudis/

**TRADEMARK**

CH \$40.00 2314353

Date:

01/20/2006

**Total Attachments: 8**

source=251800-284978US-CertofMerger#page1.tif

source=251800-284978US-CertofMerger#page2.tif

source=251800-284978US-CertofMerger#page3.tif

source=251800-284978US-CertofMerger#page4.tif

source=251800-284978US-CertofMerger#page5.tif

source=251800-284978US-CertofMerger#page6.tif

source=251800-284978US-CertofMerger#page7.tif

source=251800-284978US-CertofMerger#page8.tif

Office of the Secretary of State

---

I, EDWARD J. FREEL, 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:

"AUTOMATED WEATHER SOURCE, INC.", A WYOMING CORPORATION, WITH AND INTO "AWS CONVERGENCE TECHNOLOGIES, INC." UNDER THE NAME OF "AWS CONVERGENCE TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JUNE, A.D. 2000, AT 5:30 O'CLOCK P.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

3237418 8100M

001279129

AUTHENTICATION: 0473090

DATE: 06-01-00

CERTIFICATE OF OWNERSHIP  
AND  
MERGER  
of  
AUTOMATED WEATHER SOURCE, INC.  
(a Wyoming corporation)  
with and into  
AWS CONVERGENCE TECHNOLOGIES, INC.  
(a Delaware corporation)

The undersigned corporations DO HEREBY CERTIFY:

**FIRST:** That 100% of the outstanding shares of each class of the stock of AWS Convergence Technologies, Inc., a Delaware corporation (the "Surviving Corporation"), is owned by Automated Weather Source, Inc., a Wyoming corporation (the "Constituent Corporation").

**SECOND:** That the Plan of Merger (the "Plan"), a copy of which is attached hereto as Exhibit A and made a part hereof, by which the Constituent Corporation is to be merged with and into the Surviving Corporation (the "Merger"), was approved by the Board of Directors of the Constituent Corporation and submitted to the Constituent Corporation's shareholders for approval in accordance with the Wyoming Business Corporation Act pursuant to the unanimous written consent of the directors dated June 1, 2000. The Plan was adopted by unanimous written consent of the shareholders dated June 1, 2000. The Board resolutions, as approved by the shareholders, provided:

"RESOLVED, that it being in the best interests of the Company and the Company's shareholders to be incorporated under the laws of the State of Delaware and to be regulated under the Delaware General Corporation Law, the Plan of Merger, in the form attached hereto as Exhibit B (the "Plan"), together with such changes as shall be deemed necessary or appropriate by either of the Authorized Officers, pursuant to which the Company will be merged with and into AWS Convergence Technologies, Inc. ("AWSCT"), which will be the surviving corporation, and pursuant to which each share of issued and outstanding Class A common stock of the Company shall be surrendered to AWSCT, which will issue on a pro rata basis for each such share without further action by the holder thereof one share of Class A common stock of AWSCT, and from and after the Effective Time, as such term is defined in the Plan, each such Class A common share of the Company shall represent one Class A common share of AWSCT, and pursuant to which all options representing the right to acquire shares of Class B common stock of the Company shall be surrendered to AWSCT, which will issue on a pro rata basis for each such option without further action by the holder thereof one option representing the right to acquire shares of Class B common stock of AWSCT, and from and after the Effective Time, as such term is defined in the Plan, each such option to acquire shares of Class B common stock of the Company shall represent one option to acquire shares of Class B common stock of AWSCT, is adopted and approved.

RESOLVED, that the Plan of Merger is hereby found to be in the best interests of the Company and is hereby recommended by the directors to the shareholders of the Company, and the shareholders approve such Plan of Merger.

RESOLVED, that the Certificate of Ownership and Merger (the "Certificate"), in the form attached hereto as Exhibit C, is adopted and approved, and that the President of the Company is directed to execute such Certificate, and all documents and agreements required to be filed therewith.

RESOLVED, that the Articles of Merger (the "Articles"), in the form attached hereto as Exhibit D, are adopted and approved, and that the President of the Company is directed to execute such Articles, and all documents and agreements required to be filed therewith, including without limitation an agreement relating to the payment of amounts owed in connection with the exercise of dissenters' rights and consent to service of process."

THIRD: That the Plan was approved by the Board of Directors of the Surviving Corporation and submitted to the Surviving Corporation's shareholders for approval in accordance with Delaware General Corporate Law pursuant to the unanimous written consent of the directors dated June 1, 2000. The Plan was adopted by unanimous written consent of the shareholders dated June 1, 2000.

FOURTH: That the Plan between the parties to the Merger and the Merger have been adopted, approved, certified, executed and acknowledged by the Constituent Corporation in accordance with the laws of the State of Wyoming and by the Surviving Corporation in accordance with the laws of the State of Delaware.

FIFTH: That pursuant to the Plan, AWS Convergence Technologies, Inc., a Delaware corporation, is to be the surviving corporation, and its registered office in Delaware is to be located at c/o The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801.

SIXTH: That the Merger is permitted by Delaware law, and the Surviving Corporation complied with that law in effecting the Merger.

SEVENTH: That the name of the surviving corporation of the Merger is AWS Convergence Technologies, Inc.

EIGHT: That the Certificate of Incorporation and Bylaws of the Surviving Corporation shall be the Certificate of Incorporation and Bylaws of AWS Convergence Technologies, Inc.

NINTH: That the authorized capital stock of the Constituent Corporation consists of 6,000,000 shares of Class A common stock, no par value per share, and 1,000,000 shares of Class B common stock, no par value per share.

TENTH: That the executed Plan is on file at the principal place of business of the Surviving Corporation at 2-5 Metropolitan Court, Gaithersburg, Maryland 20878, a copy of which will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of the Constituent Corporation.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, this <sup>True</sup> Certificate of Ownership and Merger (the "Certificate") has been executed as of the 1<sup>st</sup> day of May, 2000 on behalf of the Constituent Corporation by its duly authorized representative and on behalf of the Surviving Corporation by its duly authorized representative. Each of such representatives acknowledges under penalty of perjury that this Certificate is the act and deed of the Constituent Corporation and the Surviving Corporation, respectively, and that the facts stated herein are true.

AUTOMATED WEATHER SOURCE, INC.,  
a Wyoming corporation

By: [Signature]  
Its: President  
Robert S. Marshall

ATTEST:  
By: [Signature]  
Secretary

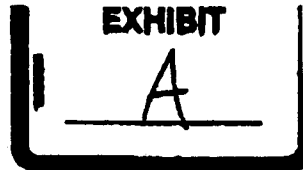
SEAL: Christopher D. Sloop

AWS CONVERGENCE TECHNOLOGIES, INC.,  
a Delaware corporation

By: [Signature]  
Its: President  
Robert S. Marshall

ATTEST:  
By: [Signature]  
Secretary  
Christopher D. Sloop

SEAL:



PLAN OF MERGER

Article I

Surviving Corporation and Constituent Corporation

The merging corporations will be Automated Weather Source, Inc., a Wyoming corporation (the "Constituent Corporation"), and AWS Convergence Technologies, Inc., a Delaware corporation, which shall be the surviving corporation (the "Surviving Corporation"). The issued and outstanding shares of the Surviving Corporation are 100% owned by the Constituent Corporation.

Article II

Terms and Conditions

1. Merger. The Constituent Corporation and the Surviving Corporation shall effect a merger (the "Merger") on the terms and conditions set forth in this Plan of Merger (the "Plan"), and the name of the Surviving Corporation shall remain AWS Convergence Technologies, Inc.

(a) Effect. At the Effective Time, as defined in subsection (b), the Constituent Corporation shall be merged with and into the Surviving Corporation, and the separate existence of the Constituent Corporation, except insofar as it may be continued by statute or Section 7 hereof, shall cease, all with the effect provided in Sections 253 and 259 of the Delaware General Corporation Law and Section 17-16-1106 of the Wyoming Business Corporation Act.

(b) Effectiveness. Subject to the terms and conditions herein provided, an appropriate Certificate of Ownership and Merger under the Delaware General Corporation Law and Articles of Merger under the Wyoming Business Corporation Act shall be executed by the Constituent Corporation and the Surviving Corporation on June 1, 2000. On June 1, 2000, a Certificate of Ownership and Merger shall be filed with the Secretary of State of the State of Delaware and Articles of Merger shall be filed with the Secretary of State of the State of Wyoming, and the Merger shall become effective upon the date and at the time the Certificate of Merger is issued by the Secretary of State of the State of Delaware (which date and time are hereinafter referred to as the "Effective Time").

2. Surrender and Issuance of Shares. At the Effective Time, the manner and basis of surrendering shares and rights to acquire shares of the Constituent Corporation and issuing shares of the Surviving Corporation will be as follows:

(a) Constituent Corporation Common Stock. Each share of Class A common stock, no par value per share, of the Constituent Corporation (the "Constituent

Corporation Class A Common Stock") issued and outstanding at the Effective Time shall at the Effective Time be surrendered to the Surviving Corporation which shall issue on a pro rata basis for each such share without further action by the holder thereof one share of the Class A common stock, \$.01 par value per share, of the Surviving Corporation (the "Surviving Corporation Class A Common Stock"), and from and after the Effective Time each such share of the Constituent Corporation Class A Common Stock shall represent one share of the Surviving Corporation Class A Common Stock. Thus, the 3,619,000 shares of Constituent Corporation Class A Common Stock outstanding at the Effective Time shall be surrendered and exchanged for the issuance of 3,619,000 shares of Surviving Corporation Class A Common Stock.

(b) Constituent Corporation Stock Options. All options representing the right to acquire shares of Class B common stock, no par value per share, of the Constituent Corporation (the "Constituent Corporation Class B Common Stock") shall be exchanged on a pro rata basis for options representing the right to acquire shares of Class B common stock, \$.01 par value per share, of the Surviving Corporation (the "Surviving Corporation Class B Common Stock") on identical terms and conditions, such that each right to acquire one share of Constituent Corporation Class B Common Stock shall become the right to acquire one share of Surviving Corporation Class B Common Stock.

(c) Surviving Corporation Common Stock. Each share of Surviving Corporation Class A Common Stock issued and outstanding immediately prior to the Effective Time shall at the Effective Time be surrendered to the Surviving Corporation and shall be deemed no longer to be issued or outstanding.

(d) Surrender of Certificates. As promptly as practicable after the Effective Time, each holder of an outstanding certificate(s) that prior thereto represented shares of Constituent Corporation Class A Common Stock or an option(s) to acquire shares of Constituent Corporation Class B Common Stock shall surrender such certificate(s) and option(s) to the Surviving Corporation, and such holder shall upon such surrender receive in exchange therefor the consideration set forth in Section 2 hereof. As promptly as practicable after the Effective Time, each holder of an outstanding certificate(s) that prior thereto represented shares of Surviving Corporation Class A Common Stock shall surrender such certificate(s) to the Surviving Corporation, and such certificate shall upon such surrender be canceled.

3. Certificate of Incorporation. From and after the Effective Time, the Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with law, and the Surviving Corporation shall continue to be a corporation organized and governed by the laws of the State of Delaware.



4. **Bylaws.** The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until duly amended in accordance with law.

5. **Directors and Officers.** The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors have been duly elected and qualified, or until their earlier death, resignation or removal.

6. **Tax Consequences.** The Merger is intended to qualify as a reorganization under Section 368(a)(1)(F) or 368(a)(1)(A) of the Internal Revenue Code of 1986, and this Plan of Merger is intended to constitute a plan of reorganization for all relevant purposes.

7. **Termination.** This Plan may be terminated at any time at or before the Effective Time by agreement of the boards of directors of the Constituent Corporation and the Surviving Corporation.

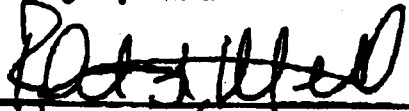
8. **Further Assurances.** If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances or any other acts are necessary or desirable to carry out the purposes of this Plan, the Constituent Corporation and its officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances and to do all acts necessary or proper to carry out the purposes of this Plan; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Constituent Corporation or otherwise to take any and all such action.

9. **Interpretation.** The headings herein are for convenience of reference only, do not constitute a part of this Plan and shall not be deemed to limit or affect any of the provisions hereof. Words used herein, regardless of the number specifically used, shall be deemed to include any other number, singular or plural, as the context may require.

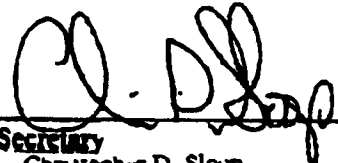
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first above written.

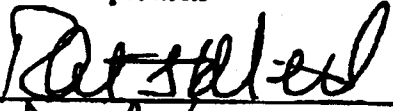
Automated Weather Source, Inc.,  
a Wyoming corporation

By:   
Its: President


Robert S. Marshall

Attest:   
SEAL: **Secretary**  
Christopher D. Sloop

AWS Convergence Technologies, Inc.,  
a Delaware corporation

By:   
Its: President

Robert S. Marshall

Attest:   
SEAL: **Secretary**  
Christopher D. Sloop