TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Paragon Imaging, Inc.		12/01/2005	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	Overwatch Systems of Virginia, Inc.
Street Address:	103 A Carpenter Drive
City:	Sterling
State/Country:	VIRGINIA
Postal Code:	20164
Entity Type:	CORPORATION: VIRGINIA

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	2199360	PARAGON IMAGING INCORPORATED
Registration Number:	2132442	ELT
Registration Number:	2602275	ELT/5500
Registration Number:	2469807	ELT/4000
Registration Number:	2471706	ELT/3500
Registration Number:	2471705	ELT/1500
Registration Number:	2473679	ELT/NET
Registration Number:	2268258	ELT/GLOBAL IMAGE VIEWER
Registration Number:	2968305	POCKETELT
Registration Number:	2644226	ATREC
Registration Number:	2135646	DESKTOPCHATTER
Registration Number:	2449503	DESKTOPPORTFOLIO

OP $390.00 2199360

Registration Number:	2132590	IMAGEQUERY
Registration Number:	2562270	VIDEOENHANCE PRO
Serial Number:	78689828	GLOBAL IMAGE VIEWER

CORRESPONDENCE DATA

Fax Number: (714)755-8290

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

Phone: 7145401235

Email: ipdocket@lw.com

Correspondent Name: Latham & Watkins, LLP

Address Line 1: 650 Town Center Drive, 20th Floor

Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	031935-0158 MERGER PARAGO
NAME OF SUBMITTER:	Joanna Fowler
Signature:	/Joanna Fowler/
Date:	01/24/2006

Total Attachments: 7

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 1, 2005

The State Corporation Commission finds the accompanying articles submitted on behalf of

Overwatch Systems of Virginia, Inc.

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

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective December 1, 2005, at 11:59 PM. Each of the following:

Paragon Imaging, Incorporated

is merged into Overwatch Systems of Virginia, Inc., which continues to exist under the laws of VIRGINIA with the name Overwatch Systems of Virginia, Inc., and the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By Mark C. Christie

Commissioner

MERGACPT
CIS0354
05-12-01-0505

ARTICLES OF MERGER

OF

PARAGON IMAGING, INCORPORATED

AND

OVERWATCH SYSTEMS OF VIRGINIA, INC.

To the State Corporation Commission
Commonwealth of Virginia

Pursuant to the provisions of the Virginia Stock Corporation Act governing the merger of a foreign wholly-owned subsidiary business corporation into its domestic parent business corporation, the domestic parent business corporation hereinafter named does hereby submit the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Massachusetts, is Paragon Imaging, Incorporated.

2. The name of the parent corporation, which is a business corporation organized under the laws of the Commonwealth of Virginia, and which is subject to the provisions of Virginia Stock Corporation Act, is Overwatch Systems of Virginia, Inc.

3. The outstanding shares of Paragon Imaging, Incorporated are all owned by Overwatch Systems of Virginia, Inc.

4. The following is the Plan of Merger for merging Paragon Imaging, Incorporated into Overwatch Systems of Virginia, Inc. as approved by resolution of the Board of Directors of Overwatch Systems of Virginia, Inc.

"1. Overwatch Systems of Virginia, Inc., which is a business corporation of the Commonwealth of Virginia and is the owner of all of the outstanding shares of Paragon Imaging, Incorporated, which is a business corporation of the State of Massachusetts, hereby merges Paragon Imaging, Incorporated into Overwatch Systems of Virginia, Inc. pursuant to the provisions of the Virginia Stock Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Paragon Imaging, Incorporated.

"2. The separate existence of Paragon Imaging, Incorporated shall cease at the effective time and date of the merger pursuant to the

provisions of the laws of the jurisdiction of its organization; and Overwatch Systems of Virginia, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Virginia Stock Corporation Act.

"3. The issued shares of Paragon Imaging, Incorporated shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

"4. The Board of Directors and the proper officers of Paragon Imaging, Incorporated and of Overwatch Systems of Virginia, Inc. 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.

"5. Overwatch Systems of Virginia, Inc. is the owner of all of the issued shares of Paragon Imaging, Incorporated, and Overwatch Systems of Virginia, Inc. waived the mailing of a copy of the plan of merger."

5. Shareholder approval was not required for the reason that Subsection A of Section 13.1-719 of the Virginia Stock Corporation Act so provides.

6. The laws of the jurisdiction of organization of Paragon Imaging, Incorporated permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of Overwatch Systems of Virginia, Inc.; and the merger of Paragon Imaging, Incorporated into Overwatch Systems of Virginia, Inc. is in compliance with the laws of the jurisdiction of organization of Paragon Imaging, Incorporated.

7. The effective time and date of the merger of Paragon Imaging, Incorporated into Overwatch Systems of Virginia, Inc. in the Commonwealth of Virginia shall be 11:59 p.m. on December 1, 2005.

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Executed as of December 1, 2005.

PARAGON IMAGING, INCORPORATED

By: _____
Kirk D. Brown, President

OVERWATCH SYSTEMS OF VIRGINIA, INC.

By: _____
Kirk D. Brown, President

[Signature Page to Virginia Articles of Merger]

0268332 - 4

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 1, 2005

The State Corporation Commission finds the accompanying articles submitted on behalf of

Overwatch Systems of Virginia, Inc.

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

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be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective December 1, 2005, at 11:59 PM. Each of the following:

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is merged into Overwatch Systems of Virginia, Inc., which continues to exist under the laws of VIRGINIA with the name Overwatch Systems of Virginia, Inc., and the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By Mark C. Christie

Commissioner

MERGACPT
CIS0354
05-12-01-0505

Commonwealth of Virginia

State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the certificate of merger of Overwatch Systems of Virginia, Inc. issued December 01, 2005.

Nothing more is hereby certified.

Signed and Sealed at Richmond on this Date:
December 2, 2005

Joel H. Peck

Joel H. Peck, Clerk of the Commission

CIS0502

Schedule 1

Intellectual Property

U.S. Trademarks

Paragon Imaging, Inc (including; ***Logo***), International Class 9,
Registration No. 2,199,360 registered October 27, 1998

ELT, International Class 9,
Registration No. 2,132,442 registered January 27, 1998

ELT/5500, International Class 9,
Registration No. 2,602,275 registered July 30, 2002

ELT/4000, International Class 9,
Registration No. 2,469,807 registered July 17, 2001

ELT/3500, International Class 9,
Registration No. 2,471,706 registered July 24, 2001

ELT/1500, International Class 9,
Registration No.2,471,705 registered July 24, 2001

ELT/NET, International Class 9,
Registration No. 2, 473,679 registered July 31, 2001

ELT/GLOBAL IMAGE VIEWER, International Class 9,
Registration No. 2,268,258 registered August 10, 1999

POCKETELT, International Class 9,
Registration No. 2,968,305 registered July 12, 2005

ATREC, International Class 9,
Registration No. 2,644,226 registered October 29, 2002

DESKTOPCHATTER, International Class 9,
Registration No. 2,135,646 registered February 10, 1998

DESKTOPPORTFOLIO, International Class 9,
Registration No. 2,449,503 registered May 8, 2001

IMAGEQUERY, International Class 9,
Registration No. 2,132,590 registered January 27, 1998

VIDEOENHANCE PRO, International Class 9,
Registration No. 2,562,270 registered April 16, 2002

GLOBAL IMAGE VIEWER,
Application No. 78/689828 filed August 10, 2005

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