

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/24/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
netForensics.com, Inc.		04/24/2002	CORPORATION: NEW JERSEY
netForensics, Inc.		04/24/2002	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	netForensics, Inc.
Street Address:	200 Metroplex Drive
City:	Edison
State/Country:	NEW JERSEY
Postal Code:	08817
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2332889	NETFORENSICS
Registration Number:	2639840	ACTIVEENVOY

**CORRESPONDENCE DATA**

Fax Number: (202)223-2085  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 202-861-3900  
 Email: dctrademarks@dlapiper.com  
 Correspondent Name: Ryan C. Compton, Esq. - DLA PIPER et al  
 Address Line 1: 1200 Nineteenth Street, NW  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20036-2412

ATTORNEY DOCKET NUMBER:	360938-1
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OP \$65.00 2332889

NAME OF SUBMITTER:	Ryan C. Compton, Esq.
Signature:	/Ryan C. Compton/
Date:	08/16/2006
Total Attachments: 4 source=netForensicsMerger#page1.tif source=netForensicsMerger#page2.tif source=netForensicsMerger#page3.tif source=netForensicsMerger#page4.tif	

# Delaware

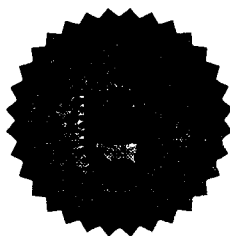
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NETFORENSICS.COM, INC.", A NEW JERSEY CORPORATION,  
WITH AND INTO "NETFORENSICS, INC." UNDER THE NAME OF  
"NETFORENSICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE TWENTY-FOURTH DAY OF APRIL, A.D. 2002, AT 5:01  
O'CLOCK P.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3477680 8100M

AUTHENTICATION: 1741860

020263206

DATE: 04-25-02

TRADEMARK

REEL: 003370 FRAME: 0862

**CERTIFICATE OF OWNERSHIP AND MERGER**

of

**NETFORENSICS.COM, INC.**

**(a New Jersey corporation)**

into

**NETFORENSICS, INC.**

**(a Delaware corporation)**

It is hereby certified that:

1. netForensics.com, Inc. (hereinafter called "NF New Jersey" or the "Company") is a corporation of the State of New Jersey, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

2. The Company, as the owner of all of the outstanding shares of capital stock of netForensics, Inc., a corporation of the State of Delaware (hereinafter called "NF Delaware" or the "Subsidiary"), hereby merges itself into NF Delaware.

3. In accordance with Section 253 of the Delaware General Corporate Law, the Board of Directors (the "Board") of NF New Jersey adopted resolutions to effect a merger of the Company into the Subsidiary on January 4, 2002, which read as follows:

**Merger of the Company with and into Subsidiary**

**RESOLVED:** That it is deemed advisable and in the best interests of the Company and its shareholders, in order to effect the reincorporation of the Company in the State of Delaware, that the Subsidiary acquire all of the assets and assume all of the liabilities of the Company in a merger (the "Reincorporation") of the Company with and into the Subsidiary, in which the Subsidiary shall be the surviving Corporation.

**RESOLVED FURTHER:** That, subject to shareholder approval of the Reincorporation, (i) the Amended and Restated Certificate of Incorporation of the Subsidiary, in substantially the form attached hereto as Exhibit C, and Bylaws of the Subsidiary, in substantially the form attached hereto as Exhibit B, are hereby adopted and approved as the Certificate of Incorporation and Bylaws of the surviving corporation in the Reincorporation, to be effective at the effective time

of the Reincorporation, with such modifications as may be necessary and in the best interests of the Company and its shareholders in order to obtain such shareholder approval and effect such Reincorporation.

**RESOLVED FURTHER:** That the proper officers of the Company are hereby authorized, directed and empowered to effect the Reincorporation upon such terms and conditions as are set forth in the Agreement and Plan of Merger (the "Merger Agreement") in substantially the form attached hereto as Exhibit D, pursuant to which one share of Common Stock of the Subsidiary will be issued for each outstanding share of Common Stock of the Company and one share of each respective series of Preferred Stock of the Subsidiary will be issued for each outstanding share of each respective series of Preferred Stock of the Company.

**RESOLVED FURTHER:** That the Merger Agreement shall provide that, at the effective time of the Reincorporation, each outstanding and unexercised option, warrant and other right to purchase shares of Common Stock or Preferred Stock of the Company shall be assumed and shall become an option, warrant or other right to purchase a like number and type of shares of the Common Stock or Preferred Stock of the Subsidiary at a like exercise price, and each existing and effective employee stock benefit plan, including the Company's Stock Option Plan of 2000 (the "Stock Plan"), shall similarly be assumed as if such plan, option, warrant and other right to purchase shares of Common Stock or Preferred Stock of the Company, including the reservation of shares of Common Stock and Preferred Stock for issuance pursuant thereto, had been originally adopted and authorized by the Subsidiary.

**RESOLVED FURTHER:** That the proper officers of the Company are hereby authorized, directed and empowered, subject to approval of the Merger Agreement by the shareholders of the Company, to execute and deliver the Merger Agreement to the Subsidiary for and on behalf of the Company.

**RESOLVED FURTHER:** That the officers of the Company are hereby authorized, directed and empowered, subject to approval of the Merger Agreement by the shareholders of the Company, to file (i) a Certificate of Ownership and Merger, in substantially the form of Exhibit E attached hereto, and any related or required documents to be filed with the appropriate governmental offices of the State of Delaware, and (ii) Certificate of Merger, in substantially the form of Exhibit E attached hereto, and any related or required documents to be filed with the appropriate governmental offices of the State of New Jersey, all in accordance with applicable laws, to consummate the Reincorporation.

**RESOLVED:** That after the Reincorporation, the business of the Company shall be continued by the Subsidiary without interruption or alteration, including the following: (i) the employment of all persons who are employees of the Company at the time of the Reincorporation will be continued by the Subsidiary on the same

terms as when they were employed by the Company with respect to salary, benefits and type of employment (at will or pursuant to a contract) and such employees will be given credit for their length of service with the Company as if they had worked for the Subsidiary; (ii) the Subsidiary will assume all contracts and obligations of the Company; (iii) the Subsidiary will implement corporate policies and procedures substantially similar to those of the Company; and (iv) all other matters that have previously been approved by the Board of Directors of the Company and which involve ongoing programs or commitments will be continued.

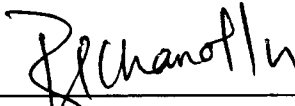
4. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by NF New Jersey, the parent Company, in accordance with the laws of the State of New Jersey.

5. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by NF Delaware, the Subsidiary, in accordance with the laws of the State of Delaware.

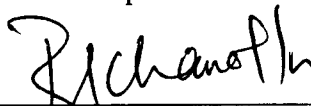
6. The executed Agreement and Plan of Merger between the Company and the Subsidiary is on file at an office of the aforesaid Subsidiary, the address of which is as follows: 200 Metroplex Drive, Third Floor, Edison, New Jersey 08817.

Signed on April 24, 2002.

**NETFORENSICS.COM, INC.**  
a New Jersey corporation

By:   
\_\_\_\_\_  
Rajeev Khanolkar  
President and Chief Executive Officer

**NETFORENSICS, INC.**  
A Delaware corporation

By:   
\_\_\_\_\_  
Rajeev Khanolkar  
President and Chief Executive Officer