

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Key-Trak, Inc.		12/09/2004	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Key Control Holding, Inc.
Street Address:	6700 Hollister
City:	Houston
State/Country:	TEXAS
Postal Code:	77040
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2111665	KEY-TRAK
Registration Number:	2138859	KEY-TRAK INC.
Registration Number:	2610825	
Registration Number:	2670500	
Registration Number:	2381282	
Registration Number:	2936273	KEY REGISTER
Serial Number:	78317699	KEYLOGIX
Registration Number:	2274051	KEYTRAK
Registration Number:	2707499	KEYTRAK EZ
Registration Number:	2890709	LASERTRAK
Registration Number:	3115994	KEYKEEPER
Registration Number:	2955112	KEYPOLLER

CH \$315.00 2111665

CORRESPONDENCE DATA

Fax Number: (917)777-2517
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 735-2517
Email: oepstein@skadden.com
Correspondent Name: Oren M. Epstein
Address Line 1: Four Times Square
Address Line 2: Skadden, Arps, Slate, Meagher & Flom LLP
Address Line 4: New York, NEW YORK 10036-6522

ATTORNEY DOCKET NUMBER:	097240/1
NAME OF SUBMITTER:	Oren M. Epstein
Signature:	/oe/
Date:	10/24/2006

Total Attachments: 3
source=Key Control Holding#page1.tif
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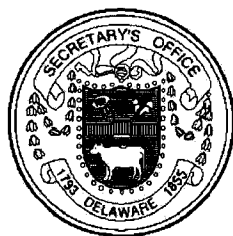
Delaware

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 OF "KEY CONTROL HOLDING, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER, A.D. 2004, AT 12:16 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004.



3890696 8100

060965527

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5132885

DATE: 10-20-06

TRADEMARK
REEL: 003414 FRAME: 0778

CERTIFICATE OF MERGER OF

**KEY-TRAK, INC., a Florida corporation
Into
KEY CONTROL HOLDING, INC., a Delaware corporation**

The undersigned corporation DOES HEREBY CERTIFY that:

1. The name and state of the incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME:</u>	<u>STATE OF INCORPORATION:</u>
Key-Trak, Inc.	Florida
Key Control Holding, Inc.	Delaware

2. That the Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware and the Business Corporation Law of the Commonwealth of Florida.

3. The name of the surviving corporation of the merger is Key Control Holding, Inc., a Delaware corporation.

4. That the Certificate of Incorporation of Key Control Holding, Inc., a Delaware corporation, which is surviving the merger, shall be the Certificate of Incorporation, as amended, of the surviving corporation.

5. That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 6700 Hollister, Houston, Texas 77040.

6. That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

7. The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
Key-Trak, Inc.	Common	1,000	no par value
	Preferred	2,000	\$1.00

*State of Delaware
Secretary of State
Division of Corporations
Delivered 12:49 PM 12/15/2004
FILED 12:16 PM 12/15/2004
SRV 040907222 - 3890696 FILE*

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8. This Certificate of Merger shall be effective December 31, 2004.

DATED: December 9, 2004

KEY CONTROL HOLDING, INC., a
Delaware corporation

By: 
Robert M. Nalley, President