

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/06/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Call Command, LLC		07/06/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Call Command Inc.
Street Address:	11500 Northlake Drive
Internal Address:	Suite 240
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45249
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	78608433	CALLBACK ONDEMAND
Serial Number:	78608348	PERIMETER BROADCAST
Registration Number:	2936104	CALLCOMMAND
Registration Number:	3156712	CALLSTREAM
Registration Number:	3156713	COMMUNITYSAFE
Registration Number:	3134508	WEBOFAC

CORRESPONDENCE DATA

Fax Number: (513)579-6457
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (513) 579-6525
 Email: trademarks@kmklaw.com
 Correspondent Name: Karen Kreider Gaunt

OP \$165.00 78608433

Address Line 1: One East Fourth Street
Address Line 2: Suite 1400
Address Line 4: Cincinnati, OHIO 45202

ATTORNEY DOCKET NUMBER:	CA4715IP0001
NAME OF SUBMITTER:	Karen Kreider Gaunt
Signature:	/Karen Kreider Gaunt/
Date:	12/07/2006

Total Attachments: 5
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Delaware

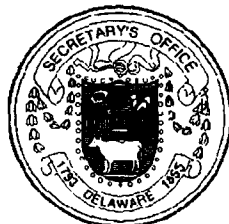
PAGE 1

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 AGREEMENT OF MERGER, WHICH MERGES:

"CALL COMMAND, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "CALL COMMAND INC." UNDER THE NAME OF "CALL COMMAND INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF JULY, A.D. 2006, AT 1:54 O'CLOCK P.M.

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



4180098 8100M

060643251

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4880506

DATE: 07-06-06

TRADEMARK
REEL: 003440 FRAME: 0197

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:53 PM 07/06/2006
FILED 01:54 PM 07/06/2006
SRV 060643251 - 4180098 FILE

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") dated July 6, 2006 is by and between CALL COMMAND, LLC, a Delaware limited liability company (hereinafter called "LLC") and CALL COMMAND, INC., a Delaware corporation (hereinafter called the "Corporation").

WHEREAS:

WHEREAS, the Board of Managers of LLC and the Board of Directors of the Corporation have respectively resolved that LLC and the Corporation be merged, pursuant to the Delaware Limited Liability Company Act and the Delaware General Corporation Law, into a single entity existing as a corporation organized under the laws of the State of Delaware, such that the Corporation shall be the surviving corporation;

WHEREAS, LLC filed its Certificate of Formation in the office of the Secretary of State of the State of Delaware on September 12, 2002; and

WHEREAS, the Corporation filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on June 23, 2006;

WHEREAS, the Corporation filed an Amended and Restated Certificate of Incorporation in the office of the Secretary of State of Delaware on July 6, 2006.

WHEREAS, the Board of Managers of LLC, and the Board of Directors of the Corporation, have respectively approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement and declared its advisability;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties agree as follows:

1. Merger. Subject to the approval of the Members of LLC, as of the Effective Time (as hereinafter defined) LLC shall merge with and into the Corporation pursuant to the provisions of the Delaware Limited Liability Company Act and pursuant to the provisions of the Delaware General Corporation Law, with the Corporation as the surviving entity (the "Merger").

2. Filings: Effects of Merger.

(a) Filing of Certificate of Merger, Effective Time. If this Agreement is not hereafter terminated or abandoned as permitted by the provisions hereof, then this Agreement shall be filed and recorded in accordance with the Delaware Limited Liability Company Act and the Delaware General Corporation Law. The Merger shall be effective upon filing of this Agreement (which date and time are herein referred to as the "Effective Time").

3. Name of Surviving Corporation; Articles of Incorporation; Bylaws.

(a) Name of Surviving Corporation. The name of the Corporation from and after the Effective Time shall continue to be CALL COMMAND INC.

(b) Amended and Restated Certificate of Incorporation. The Amended and Restated Certificate of Incorporation of the Corporation as in effect on the date hereof shall from and after the Effective Time be, and continue to be, the Amended and Restated Certificate of Incorporation of the Corporation until changed or amended as provided by law, and are not amended in any respect by this Agreement.

(c) Bylaws. The Bylaws of the Corporation, as in effect immediately before the Effective Time, shall from and after the Effective Time be, and continue to be, the Bylaws of the Corporation until amended as provided therein.

4. Status and Conversion of Securities. The manner and basis of converting the Units of the membership interests of LLC and the nature and amount of securities of the Corporation which the holders of shares of LLC membership interest are to receive in exchange for such shares are as follows:

(a) LLC's Class A Units. Upon the Effective Time, each then outstanding Class A Unit of LLC Membership Interests shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one share of Series A Preferred Stock of the Corporation.

(b) LLC Class B Units. Upon the Effective Time, each then outstanding Class B Unit of LLC Membership Interests shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one share of Series B Preferred Stock of the Corporation.

(c) Common Stock. Every 25,000 Units of LLC shall be converted into one share of Common Stock of the Corporation.

(d) Corporation's Shares. Prior to the Effective Time, the Corporation has no issued or outstanding shares of stock.

(e) Non-Accredited Members. Notwithstanding anything to the contrary in this Section 4, for each member of the LLC that does not meet the accreditation standards for security holders established for purposes of Regulation D and state limited offering exemptions, such member shall receive in lieu of shares of stock of the Corporation the fair cash value of the member's shares.

5. Certificates. Upon the Effective Time, each holder of Units shall be entitled to receive a stock certificate or certificates representing the number and series of shares of stock of the Corporation to which such holder shall be entitled pursuant to the terms of Section 4. Upon the Effective Time, the Corporation shall cause to be sent to each holder of an LLC Membership Interest, at the address set forth in the books and records of LLC, certificates representing the number and series of shares of stock of the Corporation to which such holder shall be entitled.

6. Miscellaneous.

(a) This Agreement may be terminated and the proposed Merger abandoned at any time before the Effective Time of the Merger, whether before or after approval of this Agreement by the members of LLC, if the Board of Managers of LLC or the Board of Directors of the Corporation duly adopt a resolution abandoning this Agreement.

(b) For the convenience of the parties hereto and to facilitate the filing of this Agreement, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

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SIGNATURE PAGE TO FOLLOW

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be signed as of the date first written above.

CALL COMMAND, LLC,
a Delaware limited liability company

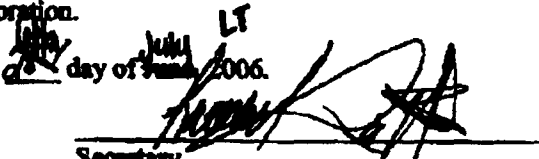
By: 
Name: ROBERT CARLUIA
Title: PRESIDENT

CALL COMMAND INC.,
a Delaware corporation

By: 
Name: ROBERT CARLUIA
Title: PRESIDENT

**CERTIFICATE OF THE SECRETARY
OF
CALL COMMAND, INC.**

I, Leonard Traficanti, the Secretary of Call Command, Inc., hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the Corporation by the President of the Corporation, was duly approved and adopted at a meeting of the Board of Directors of the Corporation held on June 27, 2006 by a majority of the Members of the Board of Directors. This Agreement and Plan of Merger was authorized pursuant to Section 251(f) of the Delaware General Corporation Law. No shares of stock of the Corporation were issued prior to the adoption of this Agreement and Plan of Merger by the Board of Directors of the Corporation.

Witness my hand and seal this 27th day of June, 2006.

Secretary