

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Appintelligence, Inc.		12/20/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sysdome, Inc.
Street Address:	2730 Gateway Oaks Drive
Internal Address:	Suite 100
City:	Sacramento
State/Country:	CALIFORNIA
Postal Code:	95852-6036
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	78870312	PREDPROTECT

CORRESPONDENCE DATA

Fax Number: (973)624-7070
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 973-622-4444
 Email: wheller@mccarter.com, kknoll@mccarter.com
 Correspondent Name: William J. Heller
 Address Line 1: McCarter & English, LLP
 Address Line 2: 100 Mulberry Street, 4 Gateway Center
 Address Line 4: Newark, NEW JERSEY 07101

ATTORNEY DOCKET NUMBER:	97171/00012
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NAME OF SUBMITTER:	William J. Heller
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Signature:

/William J. Heller/

Date:

01/25/2007

Total Attachments: 6

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ENDORSED - FILED
In the office of the Secretary of State
of the State of California

DEC 20 2006

AGREEMENT OF MERGER

OF

EFFECTIVE
DATE

APPINTELLIGENCE, INC.
(a Delaware Corporation)

JAN 01 2007

into

SYSDOME, INC.
(a California Corporation)

This Agreement of Merger has been entered into on December 20, 2006 by APPINTELLIGENCE, INC., a Delaware corporation, and approved by resolution adopted by its Board of Directors on December 20, 2006 and by resolution adopted by its sole shareholder on December 20, 2006, and has been entered into on December 20, 2006 by SYSDOME, INC., a California corporation, and approved by resolution adopted by its Board of Directors on December 20, 2006 and by resolution adopted by its sole shareholder on December 20, 2006.

STATEMENT OF PURPOSE:

A. AppIntelligence, Inc. (the "Terminating Corporation") is a business corporation of the State of Delaware with its registered office located at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

B. The total number of shares of stock which the Terminating Corporation has authority to issue is 1,000 shares of common stock, par value \$.01 per share, of which 1,000 shares are issued and outstanding.

C. Sysdome, Inc. (the "Surviving Corporation") is a business corporation of the State of California with its registered office located at 2730 Gateway Oaks Drive, Suite 100, Sacramento, California 95852-6036.

D. The total number of shares of stock which the Surviving Corporation has authority to issue is 20,000,000 shares of common stock, no par value, of which 100 shares are issued and outstanding, and 5,902,862 shares of preferred stock, consisting of 2,067,862 shares of Series A Convertible Preferred Stock, no par value per share, of which no shares are issued and outstanding, and 3,835,000 shares of Series B Convertible Preferred Stock, no par value per share, of which no shares are issued and outstanding.

E. The General Corporation Law of the State of Delaware permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction.

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F. The Corporations Code of the State of California permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of California.

G. The Terminating Corporation and the Surviving Corporation and the respective Boards of Directors of each of them declare it advisable and to the advantage and best interests of the constituent corporations and their common sole stockholder to merge the Terminating Corporation with and into Surviving Corporation pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant to the provisions of the Corporations Code of the State of California, upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual agreement of the parties hereto, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, are hereby determined and agreed upon as set forth below.

1. This Agreement of Merger, and the merger contemplated hereby shall become effective at 12:01 a.m. on January 1, 2007 (the "Effective Time") after this Agreement of Merger has been filed with the Secretary of State of the State of California in accordance with Section 1103 of the Corporations Code of the State of California and a Certificate of Merger has been filed with the Secretary of State of the State of Delaware in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware.

2. The Terminating Corporation will, pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant to the provisions of the Corporations Code of the State of California, be merged with and into a single corporation, the Surviving Corporation, which will be the surviving corporation from and after the Effective Time, pursuant to the provisions of the Corporations Code of the State of California. The separate existence of the Terminating Corporation will cease at the Effective Time in accordance with the provisions of the General Corporation Law of the State of Delaware.

3. As of the Effective Time, the Amended and Restated Articles of Incorporation of the Surviving Corporation will be amended and restated to read as set forth in the Restated Articles of Incorporation annexed hereto and such Restated Articles of Incorporation will continue to be the Articles of Incorporation of the Surviving Corporation, as amended hereby, until amended and changed pursuant to the provisions of the Corporations Code of the State of California.

4. The present By-Laws of the Surviving Corporation will be the By-Laws of the Surviving Corporation after the Effective Time of the merger provided for herein, and will continue in full force and effect until changed, altered, or amended and in the manner prescribed by the provisions of the Corporations Code of the State of California.

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5. The directors and officers in office of the Surviving Corporation at the Effective Time of the merger will be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom will hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the Surviving Corporation.

6. Each issued share of stock of the Terminating Corporation will, from and after the Effective Time, be cancelled without consideration and of no further force and effect. The issued shares of common stock of the Surviving Corporation will not be converted or exchanged in any manner, but each such share which has been issued prior to the Effective Time of the merger will continue to represent one issued share of common stock of the Surviving Corporation.

7. The Surviving Corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Terminating Corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger provided for herein, including any suit or other proceeding to enforce the right of any stockholder of the Terminating Corporation as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings, and hereby specifies the following address outside of the State of Delaware to which a copy of any process shall be mailed by the Secretary of State of the State of Delaware:

c/o Insurance Services Office Inc.
545 Washington Boulevard
Jersey City, New Jersey 07310
Attn: Kenneth E. Thompson, Esq.
Senior Vice President, General Counsel
and Secretary

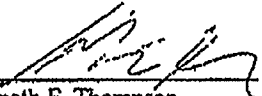
8. In the event that this Agreement of Merger will have been fully approved and adopted on behalf of the Terminating Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and on behalf of the Surviving Corporation in accordance with the provisions of the Corporations Code of the State of California, the constituent corporations hereby agree that they will cause to be executed and filed and recorded any document prescribed by the laws of the State of Delaware and by the laws of the State of California, and that they will cause to be performed all necessary acts within the State of Delaware and the State of California and elsewhere to effectuate the merger provided for herein.

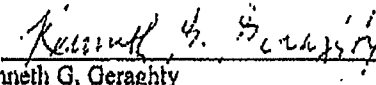
9. The Boards of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger provided for herein.

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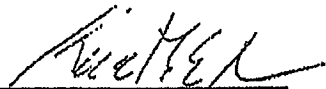
IN WITNESS WHEREOF, this Agreement of Merger is hereby executed on behalf of each of the constituent corporations.

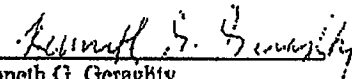
APPINTELLIGENCE, INC.,
a Delaware corporation


Kenneth E. Thompson
Secretary

By: 
Kenneth G. Geraghty
Vice President and Treasurer

SYSDOME, INC., a California corporation

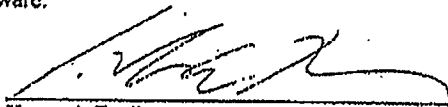

Kenneth E. Thompson
Secretary

By: 
Kenneth G. Geraghty
Vice President and Treasurer

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CERTIFICATE OF SECRETARY OF APPINTELLIGENCE, INC.

The undersigned, being the Secretary of APPINTELLIGENCE, INC., hereby certifies that written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of such corporation, in accordance with the provisions of the General Corporation Law of the State of Delaware.




Kenneth E. Thompson, Secretary

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CERTIFICATE OF SECRETARY OF SYSDOME, INC.

The undersigned, being the Secretary of SYSDOME, INC., hereby certifies that written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of such corporation, in accordance with the provisions of the Corporations Code of the State of California.


Kenneth E. Thompson, Secretary

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