

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GERS123, Inc.		12/15/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	GERS Holdings, Inc.
Street Address:	9890 Towne Centre Drive, Suite 200
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92121
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2678568	
Registration Number:	2543411	ESCALATE
Registration Number:	2556893	ESCALATE

CORRESPONDENCE DATA

Fax Number: (800)455-5775
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 858-751-0472
 Email: hhernandez@jurisventure.com
 Correspondent Name: JurisVenture, P.C.
 Address Line 1: 9323 Chesapeake Dr., Suite B1
 Address Line 4: San Diego, CALIFORNIA 92123

ATTORNEY DOCKET NUMBER:	ESCALATE
NAME OF SUBMITTER:	Holly Hernandez

OP \$90.00 2678568

Signature:	/Holly J. Hernandez/
Date:	02/21/2007
Total Attachments: 4 source=Certificate of Ownership-GERS123(formerly Escalate) into GERS Holdings, Inc (file stamped)#page1.tif source=Certificate of Ownership-GERS123(formerly Escalate) into GERS Holdings, Inc (file stamped)#page2.tif source=Certificate of Ownership-GERS123(formerly Escalate) into GERS Holdings, Inc (file stamped)#page3.tif source=Certificate of Ownership-GERS123(formerly Escalate) into GERS Holdings, Inc (file stamped)#page4.tif	

Delaware

PAGE 1

The First State

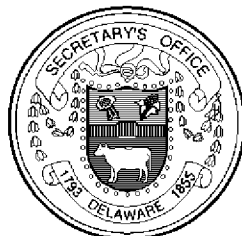
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GERS123, INC.", A DELAWARE CORPORATION,
WITH AND INTO "GERS HOLDINGS, INC." UNDER THE NAME OF "GERS HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2006, AT 2:26 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. 2006.

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

3671338 8100M
061195715



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5334583

DATE: 01-08-07

TRADEMARK
REEL: 003484 FRAME: 0464

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP

SUBSIDIARY INTO PARENT
Section 253

CERTIFICATE OF OWNERSHIP
MERGING
GERS123, INC.
INTO
GERS HOLDINGS, INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

GERS Holdings, Inc., a corporation incorporated on the 18th day of June, 2003, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "*Corporation*");

DOES HEREBY CERTIFY that this corporation owns at least 90% of the capital stock of GERS123, Inc., a corporation incorporated on the 25th day of January, 1999 A.D., pursuant to the provisions of the Delaware General Corporation Law, and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 15th day of December, 2006 A.D., determined to and did merge into itself said GERS123, Inc., which resolution is in the following words to wit:

WHEREAS, the Corporation lawfully owns 100% of the outstanding stock of GERS123, Inc., a corporation organized and existing under the laws of the State of Delaware;

WHEREAS, the Corporation desires to merge into itself GERS123, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation; and

WHEREAS, the Corporation desires the effective date of the merger to be December 31, 2006.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation merge into itself GERS123, Inc. and assumes all of its liabilities and obligations;

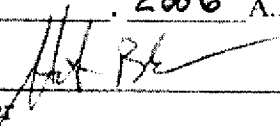
FURTHER RESOLVED, that the effective date of the merger shall be December 31, 2006;

FURTHER RESOLVED, that an authorized officer of the Corporation be and he/she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge GERS123, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware; and

FURTHER RESOLVED, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this certificate to be signed by an authorized officer this 15th day of December, 2006 A.D.

By: 
Authorized Officer

Name: STEWART BLOOM
Print or Type

Title: CHIEF EXECUTIVE OFFICER