

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
GERS Holdings, Inc.		12/15/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Escalate, 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:	03/07/2007
Total Attachments: 4 source=Certificate of Ownership-GERS Holdings into Escalate (file stamped)#page1.tif source=Certificate of Ownership-GERS Holdings into Escalate (file stamped)#page2.tif source=Certificate of Ownership-GERS Holdings into Escalate (file stamped)#page3.tif source=Certificate of Ownership-GERS Holdings into Escalate (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 OWNERSHIP, WHICH MERGES:

"GERS HOLDINGS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ESCALATE, INC." UNDER THE NAME OF "ESCALATE, 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 6:24 O'CLOCK P.M.

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

2241244 8100M

061195740



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5359053

DATE: 01-17-07

TRADEMARK
REEL: 003494 FRAME: 0549

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
AND MERGER

Section 253 Parent into Subsidiary
CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
GERS HOLDINGS, INC.
INTO
ESCLATE, INC.

GERS Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*")

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of Delaware, on the 18th day of June, 2003 A.D.

SECOND: That it owns at least 90% of the outstanding shares of the capital stock of Escalate, Inc., a corporation organized pursuant to the provisions of the General Corporation Law to the State of Delaware, on the 14th day of September, 1990 A.D.

THIRD: That its Board of Directors at a meeting held on the 15th day of December, 2006 A.D., determined to merge the Corporation into Escalate, Inc., and did adopt the following resolutions:

NOW THEREFORE BE IT RESOLVED, that the Corporation merge itself into Escalate, Inc., which corporation, assumes all of the obligations of the Corporation;

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

FURTHER RESOLVED, that the terms and conditions of the merger are as follows: Upon completion of the merger, the holders of the Common Stock of the Corporation shall receive an equivalent number of shares of the Common Stock of Escalate, Inc. and shall have no further claims of any kind or nature; and all of the Common Stock of Escalate, Inc. held by the Corporation shall be surrendered and canceled; and

FURTHER RESOLVED, that this resolution to merge be submitted to the stockholders of the Corporation, at a meeting to be called and held after twenty days notice of the purpose thereof mailed to the last known address of each stockholder and in the event that the holders of at least a majority of the stock of the Corporation, vote in favor of this resolution that the merger shall be deemed approved;

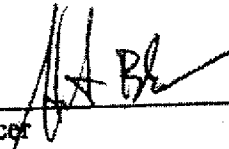
FURTHER RESOLVED, that an authorized officer of the Corporation be and hereby is directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge the Corporation into Escalate, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and 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.

FOURTH: That this merger has been approved by the holders of at least a majority of the outstanding shares of stock of the Corporation, at a meeting duly called for the purpose.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, said parent corporation has caused this Certificate to be signed by an authorized officer this 15th day of December, 2006.

By: 
Authorized Officer

Name: STEWART BLOOM
Print or Type

Title: CHIEF EXECUTIVE OFFICER