

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
Ecometry Corporation		12/15/2006	CORPORATION: FLORIDA

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: 6

Property Type	Number	Word Mark
Registration Number:	2523486	ECOMETRY
Registration Number:	2411594	PREDICTIVE RESPONSE
Registration Number:	2217879	EUROMACS
Registration Number:	2309829	MACS III
Registration Number:	2369957	MACSACCESS
Registration Number:	2422554	VISUALMACS

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: Holly Hernandez
 Address Line 1: 9323 Chesapeake Dr., Suite B1
 Address Line 4: San Diego, CALIFORNIA 92123

TRADEMARK

OP \$165.00 2523486

ATTORNEY DOCKET NUMBER:	ESCALATE
NAME OF SUBMITTER:	Holly Hernandez
Signature:	/Holly J. Hernandez/
Date:	04/04/2007
Total Attachments: 4 source=Certificate of Ownership-Ecometry into (new) Escalate, Inc (file stamped)#page1.tif source=Certificate of Ownership-Ecometry into (new) Escalate, Inc (file stamped)#page2.tif source=Certificate of Ownership-Ecometry into (new) Escalate, Inc (file stamped)#page3.tif source=Certificate of Ownership-Ecometry into (new) Escalate, 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:

"ECOMETRY CORPORATION", A FLORIDA 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.

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 NEW CASTLE COUNTY RECORDER OF DEEDS.

2241244 8100M

061196176



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5359133

DATE: 01-17-07

TRADEMARK
REEL: 003515 FRAME: 0511

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
AND MERGER

Section 253B Parent into Subsidiary

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
ECOMETRY CORPORATION
INTO
ESCALATE, INC.

Ecometry Corporation, a corporation organized and existing under the laws of the State of Florida (the "*Corporation*").

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of Florida, on the 8th day of December, 1988.

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:

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

WHEREAS, the Corporation desires to merge itself into Escalate, Inc., in which Escalate, Inc. shall be possessed of all the estate, property, rights, privileges and franchises of said corporation and assume all of the liabilities and obligations of the Corporation; and

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

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;

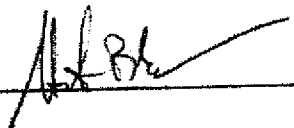
FURTHER RESOLVED, that the terms and conditions of the merger are as follows: Upon completion of the merger, the holders of the Common Stock of Ecometry Corporation shall receive an equivalent number of shares of the Common Stock of Escalate, Inc. and shall have no further claims of any kind or nature;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

FOURTH: That this merger has been adopted, approved, certified, executed and acknowledged by Ecometry Corporation in accordance with the laws of the State of Florida.

[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