

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HipCricket, LLC		06/27/2005	LIMITED LIABILITY COMPANY: CONNECTICUT

RECEIVING PARTY DATA

Name:	HipCricket, Inc.
Street Address:	151 River Road
City:	Essex
State/Country:	CONNECTICUT
Postal Code:	06426
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3114097	HIPCRICKET
Registration Number:	3116794	HC
Registration Number:	3098034	TX2TRY
Registration Number:	3116837	TX2WEB
Registration Number:	3116838	TX2FIND
Registration Number:	3182957	TX4INFO

CORRESPONDENCE DATA

Fax Number: (203)327-1096
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (203) 324-6155
 Email: ccobb@ssjr.com
 Correspondent Name: Gene S. Winter
 Address Line 1: 986 Bedford Street

OP \$165.00 3114097

Address Line 2: St. Onge Steward Johnston & Reens LLC
Address Line 4: Stamford, CONNECTICUT 06905

ATTORNEY DOCKET NUMBER:	04306-T0002,3,4,5,6,7A
NAME OF SUBMITTER:	Gene S. Winter
Signature:	/Gene S. Winter/
Date:	07/05/2007

Total Attachments: 6

source=Merger into HipCricket, Inc#page1.tif
source=Merger into HipCricket, Inc (2)#page1.tif
source=Merger into HipCricket, Inc (3)#page1.tif
source=Merger into HipCricket, Inc (4)#page1.tif
source=Merger into HipCricket, Inc (5)#page1.tif
source=Merger into HipCricket, Inc (6)#page1.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:

"HIPCRICKET, LLC", A CONNECTICUT LIMITED LIABILITY COMPANY, WITH AND INTO "HIPCRICKET, INC." UNDER THE NAME OF "HIPCRICKET, 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 JUNE, A.D. 2005, AT 12:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2005.

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



3952124 8100M
050537709

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3986479

DATE: 06-28-05

TRADEMARK
REEL: 003574 FRAME: 0882

**CERTIFICATE OF MERGER
OF
HIPCRICKET, LLC
WITH AND INTO
HIPCRICKET, INC.**

Pursuant to Section 264 of the Delaware General Corporation Law (the "DGCL"), HipCricket, Inc. certifies as follows:

1. The constituent entities are: HipCricket, LLC, a Connecticut limited liability company, and HipCricket, Inc., a Delaware corporation.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the DGCL.
3. The name of the surviving corporation is HipCricket, Inc..
4. The certificate of incorporation of the surviving corporation shall be its certificate of incorporation of the surviving corporation.
5. The executed Agreement and Plan of Merger is on file at the principal office of HipCricket, Inc. at 151 River Road, Essex, CT 06426.
6. A copy of the Agreement and Plan of Merger will be furnished by HipCricket, Inc. on request and without cost, to any stockholder or member of any constituent entity.
7. The merger shall become effective July 1, 2005.

Dated: June 27, 2005

HIPCRICKET, INC.

/s/ James W. Hood
James W. Wood,
Chief Executive Officer

ARTICLES OF MERGER

OF

**HIPCRICKET, LLC,
a Connecticut limited liability company**

WITH AND INTO

**HIPCRICKET, INC.,
a Delaware corporation**

In accordance with Sections 34-193 and 34-196 of the Connecticut General Statutes

The undersigned, James W. Hood, being a Manager and the Chief Executive Officer of HipCricket, LLC, a Connecticut limited liability company ("*LLC*"), and the Chief Executive Officer of HipCricket, Inc. a Delaware corporation ("*Corporation*"), DOES HEREBY CERTIFY as follows:

1. The constituent entities in the merger (the "*Merger*") are HipCricket, LLC, a Connecticut limited liability company, and HipCricket, Inc., a Delaware corporation. The name of the surviving corporation is HipCricket, Inc.
2. An Agreement and Plan of Merger dated as of June 23, 2005 (the "*Plan of Merger*") has been approved, adopted, and executed by each of LLC and Corporation in accordance with Section 34-194 of the Connecticut General Statutes and Section 264 of the Delaware General Corporation Law ("*DGCL*"). The Plan of Merger is on file at the place of business of the Corporation at 151 River Road, Essex, Connecticut 06426. Upon request, a copy of the Plan of Merger shall be furnished by the Corporation to any person holding an interest in the LLC, without cost.
3. The Merger was duly approved by the Board of Directors of the Corporation on June 16, 2005 and duly approved by the stockholders of the Corporation on June 23, 2005 pursuant to Section 251 of the DGCL.
4. The Merger was duly approved by the affirmative vote of at least two-thirds of the members of the LLC on June 16, 2005 in accordance with Section 34-194 of the Connecticut General Statutes.
5. The Merger shall become effective on July 1, 2005.

[Signature page follows.]



IN WITNESS WHEREOF, LLC and Corporation have caused these Articles of Merger to be duly executed as of June 27, 2005.

HipCricket, LLC

By: James W. Hood
James W. Hood, Chief Executive Officer and
Manager

HipCricket, Inc.

By: James W. Hood
James W. Hood, Chief Executive Officer

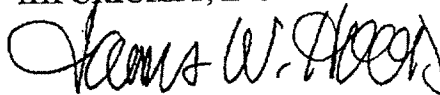
**CERTIFICATE OF MERGER
OF
HIPCRICKET, LLC
WITH AND INTO
HIPCRICKET, INC.**

Pursuant to Section 264 of the Delaware General Corporation Law (the "DGCL"), HipCricket, Inc. certifies as follows:

1. The constituent entities are: HipCricket, LLC, a Connecticut limited liability company, and HipCricket, Inc., a Delaware corporation.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the DGCL.
3. The name of the surviving corporation is HipCricket, Inc..
4. The certificate of incorporation of the surviving corporation shall be its certificate of incorporation of the surviving corporation.
5. The executed Agreement and Plan of Merger is on file at the principal office of HipCricket, Inc. at 151 River Road, Essex, CT 06426.
6. A copy of the Agreement and Plan of Merger will be furnished by HipCricket, Inc. on request and without cost, to any stockholder or member of any constituent entity.
7. The merger shall become effective July 1, 2005.

Dated: June 27, 2005

HIPCRICKET, INC.



James R. Hood,
Chief Executive Officer

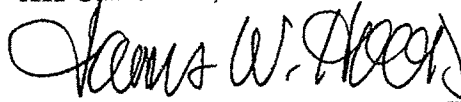
**CERTIFICATE OF MERGER
OF
HIPCRICKET, LLC
WITH AND INTO
HIPCRICKET, INC.**

Pursuant to Section 264 of the Delaware General Corporation Law (the "DGCL"), HipCricket, Inc. certifies as follows:

1. The constituent entities are: HipCricket, LLC, a Connecticut limited liability company, and HipCricket, Inc., a Delaware corporation.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the DGCL.
3. The name of the surviving corporation is HipCricket, Inc..
4. The certificate of incorporation of the surviving corporation shall be its certificate of incorporation of the surviving corporation.
5. The executed Agreement and Plan of Merger is on file at the principal office of HipCricket, Inc. at 151 River Road, Essex, CT 06426.
6. A copy of the Agreement and Plan of Merger will be furnished by HipCricket, Inc. on request and without cost, to any stockholder or member of any constituent entity.
7. The merger shall become effective July 1, 2005.

Dated: June 27 2005

HIPCRICKET, INC.



James R. Hood,
Chief Executive Officer