

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/26/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Criticom International Corporation		09/26/2002	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Criticom IDC Corp.
Street Address:	99 Pine Street (3rd Floor)
City:	Albany
State/Country:	NEW YORK
Postal Code:	12207
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2042378	CRITICOM

CORRESPONDENCE DATA

Fax Number: (602)734-3750
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 602.262.5311
 Email: TRADEMARKS@LRLAW.COM
 Correspondent Name: Christy L.E. Hubbard
 Address Line 1: 40 N. Central Avenue, Suite 1900
 Address Line 4: Phoenix, ARIZONA 85004

ATTORNEY DOCKET NUMBER:	37005-35
NAME OF SUBMITTER:	Christy L.E. Hubbard
Signature:	/CHRISTY L.E. HUBBARD/

Date:

09/04/2007

Total Attachments: 8

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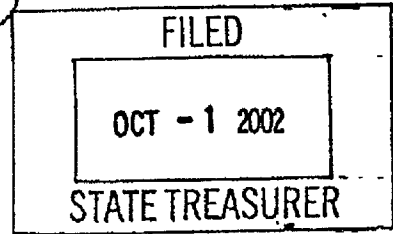
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CERTIFICATE OF MERGER

of

CRITICOM INTERNATIONAL CORPORATION,
a Minnesota corporation

with and into

CRITICOM IDC CORP.,
a New Jersey corporation

Criticom International Corporation, a Minnesota corporation (the "Merging Company") and Criticom IDC Corp., a New Jersey corporation (the "Surviving Company"), pursuant to a merger in accordance with Chapter 14A:10-7 of the New Jersey Business Corporation Act, do hereby certify as follows:

FIRST: The surviving corporation shall be Criticom IDC Corp., a New Jersey corporation, and the merging corporation shall be Criticom International Corporation, a Minnesota corporation.

SECOND: The terms and conditions of the merger are set forth in the Plan of Merger which is attached hereto as Exhibit A ("Plan of Merger").

THIRD: In the manner prescribed by Chapter 10 of the New Jersey Business Corporation Act, the shareholders of the Merging Company and the Surviving Company approved the Plan of Merger as of the date hereof.

FOURTH: With respect to both parties to this merger, the following table shows the designation and number of shares entitled to vote on the Plan of Merger, the number of votes cast for, and the number of votes cast against the Plan of Merger.

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0100872670 222497

	Shares Entitled to Vote	Votes For the Merger	Votes Against the Merger
1 Criticom IDC Corp.:	1,000	1,000	none
2. Criticom International Corporation:	103,543	103,543	none

FIFTH: The merger shall be effective as of the date of filing of this Certificate.


SIXTH: The laws of the State of Minnesota, the jurisdiction where Criticom International Corporation, a Minnesota corporation, is organized, permit the merger contemplated by the Plan of Merger, and the applicable laws of the State of Minnesota will have been complied with upon the fulfillment of all filing and recording requirements set forth therein.

IN WITNESS WHEREOF, the Merging Company and the Surviving Company have each caused their duly authorized officers to execute this Certificate of Merger, as of the 26th day of September, 2002.

ATTEST:



CRITICOM IDC CORP

By: 
Thomas J. Few, Pres.

CRITICOM INTERNATIONAL CORPORATION

By: _____

	<u>Shares Entitled to Vote</u>	<u>Votes For the Merger</u>	<u>Votes Against the Merger</u>
1 Criticom IDC Corp.:	1,000	1,000	none
2. Criticom International Corporation:	103,543	103,543	none

FIFTH: The merger shall be effective as of the date of filing of this Certificate.

SIXTH: The laws of the State of Minnesota, the jurisdiction where Criticom International Corporation, a Minnesota corporation, is organized, permit the merger contemplated by the Plan of Merger, and the applicable laws of the State of Minnesota will have been complied with upon the fulfillment of all filing and recording requirements set forth therein.

IN WITNESS WHEREOF, the Merging Company and the Surviving Company have each caused their duly authorized officers to execute this Certificate of Merger, as of the 26 day of Sept., 2002.

ATTEST:

CRITICOM IDC CORP.

By: _____

CRITICOM INTERNATIONAL CORPORATION

By: _____

Curtis E. Quady, Pres.

John M. Swanson

EXHIBIT A
Plan of Merger

PLAN OF MERGER

of

CRITICOM INTERNATIONAL CORPORATION,
a Minnesota corporation

with and into

CRITICOM IDC CORP.,
a New Jersey corporation

The undersigned corporations, in accordance with the provisions of Section 302.611 of the Minnesota Statutes and Sections 14A:10-1 and 14A:10-7 of the New Jersey Business Corporation Act, hereby adopt the following Plan of Merger:

1. Merger: Upon the Effective Date of the Merger (as defined below) and pursuant to the laws of the respective jurisdictions of each of the parties, the following shall occur:

(a) Criticom International Corporation, a Minnesota corporation (the "Merging Company") shall be merged with and into Criticom IDC Corp., a New Jersey corporation (the "Surviving Company").

(b) Criticom IDC Corp. shall be the surviving corporation of the Merger, and the separate existence of Criticom International Corporation shall cease, and thereupon Criticom IDC Corp. and Criticom International Corporation shall be a single corporation.

(c) Criticom IDC Corp., as the surviving corporation, shall succeed, insofar as permitted by law, to all rights, assets, liabilities and obligations of Criticom International Corporation.

(d) As soon as practical, Articles of Merger will be properly completed and executed in accordance with the laws of the State of Minnesota and shall be filed with the Secretary of State

of Minnesota. In addition, a Certificate of Merger shall be properly completed and executed in accordance with the laws of the State of New Jersey and shall be filed with the State of New Jersey, Department of the Treasury.

(e) The Merging Company and the Surviving Company shall take such other and further actions as may be required by applicable law in connection with the consummation of the Merger.

2. Effective Date of Merger: The Certificate of Merger and Articles of Merger and all such other filings required in the jurisdictions of New Jersey and Minnesota shall be made and the Merger shall become effective as of the date of the filing of such Certificates. The date when the Merger becomes effective is referred to in this Plan of Merger as the "Effective Date" of the Merger.

3. Stock of the Constituent Corporations. The following steps will occur on the Effective Date of the Merger regarding the stock of each of the constituent corporations.

- (i) Cancellation of the Capital Stock of Criticom: Upon the Effective Date of the Merger, by virtue of the Merger and without any action on the part of any holder thereof, each share of the capital stock of Criticom International Corporation issued and outstanding immediately prior to the Effective Date of the Merger will immediately cease to be outstanding and shall automatically be canceled and retired. In return for such cancelled shares, the shareholders of Criticom International Corporation shall receive: (i) thirty-five and 29/100 (35.29) shares of common stock of KC Acquisition Corp., a New Jersey corporation and the sole owner and parent corporation of Criticom IDC Corporation; and (ii) one million (\$1,000,000) dollars, to be apportioned among the shareholders of

Criticom International Corporation, pursuant to the terms of that certain Agreement and Plan of Merger dated the date hereof by and among KC Acquisition Corp., Criticom IDC Corp., Criticom International Corporation, and the shareholders of Criticom International Corporation.

(ii) Capital Stock of IDC: Upon the Effective Date of the Merger, by virtue of the Merger and without any action on the part of any holder thereof, each issued and outstanding share of Criticom IDC Corporation immediately prior to the Effective Date shall remain issued and outstanding and shall continue to be outstanding, and each certificate of common stock evidencing ownership of any such shares of Criticom IDC Corporation shall continue to evidence ownership of the same number of shares.

4. Number and Designation of Shares Outstanding: The number and designation of outstanding shares of the Merging Company and the Surviving Company at the time of Merger are as follows (all such shares are of common stock, without par value, and are entitled to vote):

<u>Corporation:</u>	<u>Shares Outstanding</u>
Criticom IDC Corporation.....	1,000.
Criticom International Corporation.....	103,543

No class or series of shares of either of the corporations is entitled to vote as a class.

4. Certificate of Incorporation: By-laws:

(a) The Certificate of Incorporation of the Surviving Company shall remain the Certificate of Incorporation of the surviving corporation until further amended as provided by law.

(b) The By-laws of the Surviving Company shall remain the By-laws of the surviving

corporation until further amended as provided by law.

5. Directors and Officers. The directors and officers in office of the Surviving Company upon the Effective Date of the Merger shall continue to hold such offices until the election and qualification of their respective successors or until their tenure is otherwise terminated.

IN WITNESS WHEREOF, the Merging Company and the Surviving Company have caused their duly authorized officers to execute this Plan of Merger this ____ day of September, 2002.

ATTEST:

CRITICOM IDC CORP.,
a New Jersey corporation

By: _____

CRITICOM INTERNATIONAL CORPORATION
a Minnesota corporation

By: _____