

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fort Point Partners Inc.		06/30/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Offermatica Corporation
Street Address:	Pier 1, Bay 3
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2501578	FORT POINT PARTNERS INC.
Serial Number:	78481630	OFFERMATICA

CORRESPONDENCE DATA

Fax Number: (949)451-4220
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 949-451-3800
 Email: dsegal@gibsondunn.com
 Correspondent Name: David A. Segal
 Address Line 1: 3161 Michelson Drive
 Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER:	30778-00010
NAME OF SUBMITTER:	David A. Segal
Signature:	/david a. segal/

CH \$65.00 2501578

Date:

09/07/2007

Total Attachments: 5

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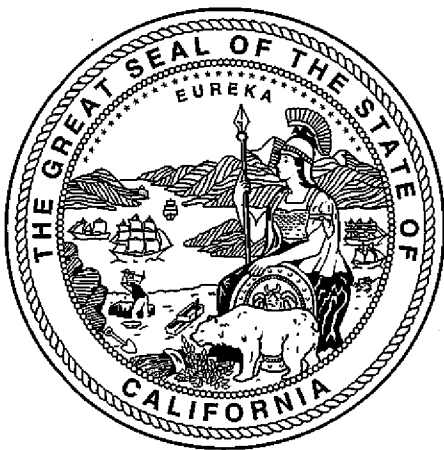
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State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 6 2007

Debra Bowen

DEBRA BOWEN
Secretary of State

00779378

FILED

in the office of the Secretary of State
of the State of California

Delaware

PAGE 1

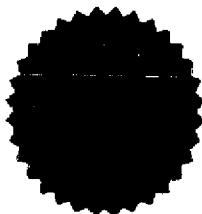
JUL 11 2005

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:

"FORT POINT PARTNERS INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "OFFERMATICA CORPORATION" UNDER THE NAME OF
"OFFERMATICA CORPORATION", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2005, AT 11:19
O'CLOCK A.M.

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



3985765 8100M
050546025

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3991196

DATE: 06-30-05

TRADEMARK
REEL: 003616 FRAME: 0926

**CERTIFICATE OF OWNERSHIP
MERCING
FORT POINT PARTNERS INC.
(a California corporation)
WITH AND INTO
OFFERMATICA CORPORATION
(a Delaware corporation)**

**PURSUANT TO SECTION 253 OF THE
GENERAL CORPORATION LAW OF DELAWARE**

Fort Point Partners Inc., a corporation incorporated pursuant to the provisions of the General Corporation Law of the State of California ("Parent"), does hereby certify the following:

FIRST: That, as of the date hereof, Parent owns all (100%) of the outstanding capital stock of Offermatica Corporation ("Surviving Corporation"), a corporation incorporated under the laws of the State of Delaware.

SECOND: That Parent and Surviving Corporation, by resolution of their Boards of Directors duly adopted on the 29th day of June, 2005, determined to and, subject to the conditions set forth in such resolutions, do merge Parent into Surviving Corporation, to be effective upon the filing of this Certificate with the Delaware Secretary of State:

**APPROVAL AND AUTHORIZATION OF MERGER OF FORT POINT
PARTNERS INC. WITH AND INTO OFFERMATICA CORPORATION**

WHEREAS, Surviving Corporation is a 100% wholly owned subsidiary of Parent;

WHEREAS, it is proposed that the ownership and operation of Parent and Surviving Corporation be consolidated; and

WHEREAS, to effect such consolidation, it is deemed in the best interests of Parent and Surviving Corporation to merge Parent, with and into Surviving Corporation (the "Merger") and pursuant to which: (i) effective upon filing of the Certificate of Ownership with the Delaware Secretary of State, Parent would merge with and into Surviving Corporation, with Surviving Corporation continuing its corporate existence as the surviving corporation of the merger; (ii) Parent would cease to exist as a separate corporation; (iii) all of the assets and liabilities of Parent would become the assets and liabilities of the Surviving Corporation; and (iv) the outstanding shares of the capital stock of Parent, and the outstanding rights and options to acquire shares of the capital stock of Parent, would be converted into shares of the capital stock of the Surviving Corporation, or identical rights and options to acquire shares of the capital stock of the Surviving Corporation, on a one-for-one basis.

NOW, THEREFORE, BE IT RESOLVED, that the Merger is hereby approved and authorized;

RESOLVED FURTHER, that each officer of Parent and Surviving Corporation, acting alone or in concert, is hereby authorized and directed, in the name and on behalf of Parent or Surviving Corporation, respectively, to take such action as necessary to carry the Merger into effect and convert the outstanding shares of the capital stock of Parent, and the outstanding rights and options to acquire shares of the capital stock of Parent, into shares of the capital stock of the Surviving Corporation, or identical rights and options to acquire shares of the capital stock of the Surviving Corporation, on a one-for-one basis

RESOLVED FURTHER, that each officer of Parent and Surviving Corporation acting alone or in concert, is hereby authorized and directed, in the name and on behalf of Parent or Surviving Corporation, respectively, to prepare, execute and deliver or file such other documents and to take such further actions, including without limitation the preparation, execution and filing of a certificate of ownership with the Delaware Secretary of State, as such officer may deem necessary or proper in order to consummate the Merger, such necessity or propriety to be conclusively evidenced by such officer's execution, delivery or filing of such documents or taking of such actions;

RESOLVED FURTHER, that any officer of Parent or Surviving Corporation, acting alone or in concert, is hereby authorized and directed, in the name and on behalf of Parent or Surviving Corporation, respectively, to prepare, execute and deliver such documents and to take such actions as such officer may deem necessary or proper in order to obtain any required contractual consents to the Merger from third parties, such necessity or propriety to be conclusively evidenced by such officer's execution or delivery of such documents or taking of such actions;

RESOLVED FURTHER, that any officer of Parent or Surviving Corporation, and each of them severally, is hereby authorized to take from time to time any and all such action and to execute and deliver from time to time any and all further papers, instruments, requests, receipts, applications, reports, certificates and other documents as may be deemed necessary or advisable in the opinion of any such officer to effectuate and consummate the Merger and any other transactions contemplated thereby;

RESOLVED FURTHER, that the foregoing resolutions shall also serve as evidence of Parent's authorization and approval of the Merger acting as the sole stockholder of Surviving Corporation.

THIRD: The Merger has been approved by the majority of the Parent's stockholders.

FOURTH: No other approvals of the Merger are required under Delaware law.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Ownership on behalf of Fort Point Partners Inc. as its authorized officer and hereby affirms, under the penalties of perjury, that this Certificate of Ownership is the act and deed of such corporation and that the facts stated herein are true.

DATED: June 30, 2005

FORT POINT PARTNERS INC.
a California Corporation

By: 
Matthew J. Roche
Chief Executive Officer

