

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/30/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Datawatch Technologies Corporation		06/29/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Datawatch Corporation		
Street Address:	271 Mill Road		
Internal Address:	Quorum Office Park		
City:	Chelmsford		
State/Country:	MASSACHUSETTS		
Postal Code:	01824		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2420571	IMERGENCE	
CORRESPONDENCE DATA			
Fax Number:	(617)248-4000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617-248-4877		
Email:	hbalmat@choate.com		
Correspondent Name:	Heather E. Balmat		
Address Line 1:	Two International Place		
Address Line 2:	Choate, Hall & Stewart LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	2006106.0001		
NAME OF SUBMITTER:	Heather E. Balmat		

OP \$40.00 2420571

Signature:	/Heather E. Balmat/
Date:	12/27/2007
Total Attachments: 4 source=DatawatchMerger#page1.tif source=DatawatchMerger#page2.tif source=DatawatchMerger#page3.tif source=DatawatchMerger#page4.tif	

Delaware

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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:

"DATAWATCH TECHNOLOGIES CORPORATION", A DELAWARE CORPORATION,

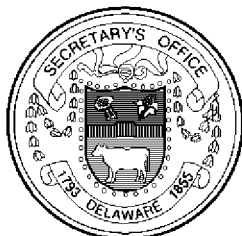
WITH AND INTO "DATAWATCH CORPORATION" UNDER THE NAME OF "DATAWATCH CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 2007, AT 4:18 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF JUNE, A.D. 2007, AT 10 O'CLOCK A.M.

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

2111073 8100M

070769710



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5814112

DATE: 07-03-07

TRADEMARK
REEL: 003685 FRAME: 0612

**CERTIFICATE OF OWNERSHIP
and
MERGER OF SUBSIDIARY INTO PARENT**

THIS MERGER, pursuant to Section 253 of the General Corporation Law of Delaware, is entered into as of June 29, 2007, merges Datawatch Technologies Corporation, a Delaware corporation, with and into Datawatch Corporation, a Delaware corporation (the "Corporation").

The Corporation does hereby certify:

FIRST: That the Corporation and Datawatch Technologies Corporation are both incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Datawatch Technologies Corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on March 9, 2007, determined to, and effective upon the filing of this Certificate of Ownership and Merger of Subsidiary into Parent with the Secretary of State of the State of Delaware does, merge Datawatch Technologies Corporation with and into the Corporation on the conditions set forth in such resolutions:

RESOLVED: That the Corporation's wholly owned subsidiary, Datawatch Technologies Corporation, be merged with and into the Corporation, and that the Agreement and Plan of Merger between the Corporation and Datawatch Technologies Corporation in substantially the form presented to this meeting is hereby approved and adopted; and each of the proper officers of this Corporation, acting singly, is hereby authorized and directed to execute and deliver such Agreement and Plan of Merger for and on behalf of the Corporation and its stockholder with any changes therein as such officers, or any one or more of them acting alone, deem appropriate.

RESOLVED: That the President of the Corporation is hereby directed to make, execute and acknowledge a Certificate of Merger and to cause the same to be filed in the office of the Secretary of State of the State of Delaware, and to do all acts and things whatsoever, which may be necessary or proper to effect said merger; and that upon the filing of the Certificate of Merger, such merger shall become effective at the time specified in the Certificate of Merger.

RESOLVED: That the officers of the Corporation are each, acting singly, hereby authorized from time to time, in the name and on behalf of this Corporation, and under its corporate seal, if desired, to execute, make oath

to, acknowledge and deliver any and all such orders, directions, certificates and other instruments and papers, and to do or cause to be done any and all such other acts and things, as may, in his or their judgment, be necessary, appropriate or convenient in connection with the merger contemplated by the foregoing votes.

FOURTH: That the merger of Datawatch Technologies Corporation with and into the Corporation and shall become effective at 10:00 am on June 30, 2007.

[*Signature Page Follows*]

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by the undersigned officer, hereunto duly authorized, as of the date first set forth above.

DATAWATCH CORPORATION
(a Delaware corporation)

By: /s/ Robert W. Hagger
Name: Robert W. Hagger
Title: President and Chief Executive Officer