

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/17/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Diversified Software Systems, Inc.		07/17/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Allen Systems Group, Inc.
Street Address:	1333 Third Avenue South
City:	Naples
State/Country:	FLORIDA
Postal Code:	34102
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2617007	INFO/X
Registration Number:	2317113	PRO/JCL
Registration Number:	1163171	DOCU/TEXT

CORRESPONDENCE DATA

Fax Number: (239)213-3434
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 239-435-2280
 Email: tim.welsh@asg.com
 Correspondent Name: Timothy M. Welsh
 Address Line 1: 1333 Third Avenue South
 Address Line 4: Naples, FLORIDA 34102

NAME OF SUBMITTER:	Timothy M. Welsh
Signature:	/Timothy M. Welsh/

CH \$90.00 2617007

Date:

01/02/2008

Total Attachments: 9

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August 7, 2006

Re: Acquisition of Diversified Software Systems, Inc. ("DSSI") and all of the Subsidiaries of DSSI by Allen Systems Group, Inc. ("ASG")

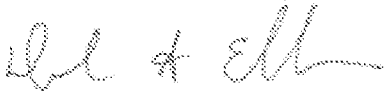
To Whom It May Concern:

This letter is to inform you that on July 17, 2006, ASG acquired one hundred percent (100%) of the capital stock of DSSI as a result of the merger of ASG M&A, Inc., a California corporation and a wholly-owned subsidiary of ASG, with and into DSSI (the "Merger"), with DSSI existing as the surviving entity. A copy of the Agreement of Merger, duly endorsed by the Secretary of State of the State of California, is attached hereto.

As a result of the Merger, ASG also indirectly owns and controls one hundred percent (100%) of the capital stock of the wholly-owned subsidiaries of DSSI – Diversified Software Systems Europe, Ltd. (United Kingdom), Diversified Software Systems France SARL (France), Diversified Software Central Europe GmbH (Germany) and Diversified Software Systems Pacific Pty Ltd (Australia) – and indirectly controls Diversified Software Systems Europe-Sede Secondaria (Italy), a registered branch office of Diversified Software Systems Europe, Ltd.

If you have any further questions or need additional information on the DSSI acquisition, please feel free to contact me directly by phone at +1 (239) 435-2302 or by email at derek.eckelman@asg.com.

Very truly yours,
ALLEN SYSTEMS GROUP, INC.

By: 
Derek S. Eckelman
Chief Operating Officer



State of California
Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 7 page(s) has been compared with the record on file in this office, 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

JUL 17 2006

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

JUL 17 2006

AGREEMENT OF MERGER
OF
ASG M&A, INC.
AND
DIVERSIFIED SOFTWARE SYSTEMS, INC.

This Agreement of Merger is entered into on July 17th, 2006, by ASG M&A, Inc. and Diversified Software Systems, Inc., as approved by the Board of Directors of each of said corporations:

1. ASG M&A, Inc., a California corporation (hereinafter referred to as the "**Disappearing Corporation**"), shall be merged with and into Diversified Software Systems, Inc., a California corporation (hereinafter referred to as the "**Surviving Corporation**").
2. The separate existence of the Disappearing Corporation shall cease at the effective time of the merger in accordance with the provisions of the General Corporation Law of the State of California.
3. The Surviving Corporation shall continue its existence under the name "Diversified Software Systems, Inc." pursuant to the provisions of the General Corporation Law of the State of California.
4. The Articles of Incorporation of the Disappearing Corporation as now in force and effect shall be the Articles of Incorporation of the Surviving Corporation except that they shall be amended and restated to read as set forth on Exhibit A attached hereto at the effective time of the merger. Further, said Articles of Incorporation as herein amended and restated shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of California.
5. The directors and officers in office of the Disappearing Corporation at the effective time of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, appointment, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and applicable law.
6. At the effective time of the merger, each share of the Surviving Corporation issued and outstanding immediately prior to the effective time of the merger shall be canceled, extinguished and converted into the right to receive in cash such share's pro rata share of the aggregate consideration for the merger. The aggregate consideration for the merger equals \$59,930,807, plus (a) an amount equal to the extent the total assets less the total liabilities of the Surviving Corporation at the effective time of the merger (the "Net Worth") is more than \$3,301,833 and (b) an amount equal to the sales commission paid in accordance with the Surviving Corporation's standard commission policies to a Surviving Corporation employee

after February 28, 2006 but prior to the effective time of the merger in connection with the sale of Surviving Corporation's products or services with a value of \$1,000,000 or more, less (x) an amount equal to the extent the Net Worth of the Surviving Corporation is less than \$3,301,833 and (y) an amount equal to 1.5 times the amount (if any) that the Surviving Corporation's gross revenue (i.e. the gross amounts invoiced or otherwise accruing to the benefit of the Surviving Corporation from all sources) for the calendar year ending December 31, 2005 is less than \$32,930,103, if any. Each share of the Disappearing Corporation issued and outstanding immediately prior to the effective time of the merger shall be converted into and exchanged for one validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation.

7. The Agreement of Merger herein entered into and approved shall be submitted to the shareholders entitled to vote thereon of the Disappearing Corporation and of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of California.

8. In the event that this Agreement shall have been approved by the shareholders entitled to vote of the Disappearing Corporation and of the Surviving Corporation in the manner prescribed by the provisions of the General Corporation Law of the State of California, the Disappearing Corporation and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the Disappearing Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

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Thursday, July 13, 2006 2:37 AM

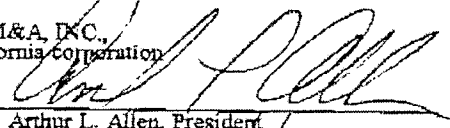
Derek and Tina Eckelman (239) 403-7937

p.04

Executed this 17th day of July, 2006

"Disappearing Corporation"

ASG M&A, INC.,
a California corporation

By: 
Arthur L. Allen, President

By: 
Derek S. Eckelman, Secretary

"Surviving Corporation"

DIVERSIFIED SOFTWARE SYSTEMS, INC., a
California corporation

By: _____
Lowell L. Sando, President and Chairman of
the Board

By: _____
Lorie A. Birk, Secretary

DSSI-0479.AGT.04

Executed this 17th day of July, 2006

"Disappearing Corporation"

ASG M&A, INC.,
a California corporation

By: _____
Arthur L. Allen, President

By: _____
Derek S. Eckelman, Secretary

"Surviving Corporation"

DIVERSIFIED SOFTWARE SYSTEMS, INC., a
California corporation

By: Lowell L. Sando
Lowell L. Sando, President and Chairman of
the Board

By: Loric A. Birk
Loric A. Birk, Secretary

**FORM OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DIVERSIFIED SOFTWARE SYSTEMS, INC.**

I

The name of this corporation is Diversified Software Systems, Inc.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the **GENERAL CORPORATION LAW** of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 1,000.

Thursday, July 13, 2006 2:37 AM

Derek and Tina Eckelman (239) 403-7937

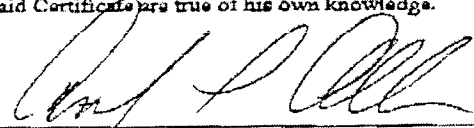
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CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER
OF
ASG M&A, INC.

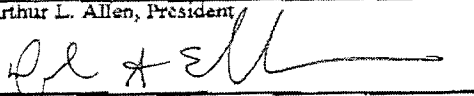
Arthur L. Allen and Derek S. Eckelman state and certify that:

1. They are the President and Secretary, respectively, of ASG M&A, Inc., a California corporation (the "Corporation").
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholder of the Corporation.
3. There is only one class of shares and the total number of outstanding shares is one thousand (1,000).
4. The shareholder percentage vote required for the aforesaid approval was more than fifty percent (50%).
5. The principal terms of the Agreement of Merger in the form attached were approved by the Corporation by a vote of the number of shares which equaled or exceeded the vote required.
6. On the date set forth below, in the City of Morgan Hill, in the State of California, each of the undersigned does hereby declare under penalty of perjury under the laws of the State of California that he signed the foregoing Certificate in the official capacity set forth beneath his signature, and that the statements set forth in said Certificate are true of his own knowledge.

Signed on July 17th, 2006.



 Arthur L. Allen, President



 Derek S. Eckelman, Secretary

DSSI-0479.AGT.D-

**CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER
OF
DIVERSIFIED SOFTWARE SYSTEMS, INC.**

Lowell L. Sando and Lorie A. Birk state and certify that:

1. They are the President and Chairman of the Board of Directors, and Secretary, respectively, of Diversified Software Systems, Inc., a California corporation (the "Corporation").

2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the Corporation.

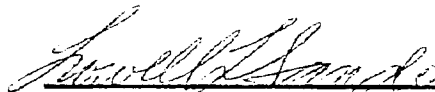
3. There is only one class of shares and the total number of outstanding shares is Twenty Million Nine Hundred Forty Two Thousand One Hundred Four (20,942,104).

4. The shareholder percentage vote required for the aforesaid approval was more than fifty percent (50%).

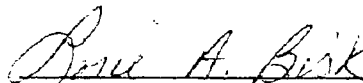
5. The principal terms of the Agreement of Merger in the form attached were approved by the Corporation by a vote of the number of shares which equaled or exceeded the vote required.

6. On the date set forth below, in the City of Morgan Hill, in the State of California, each of the undersigned does hereby declare under penalty of perjury under the laws of the State of California that he or she signed the foregoing Certificate in the official capacity set forth beneath his or her signature, and that the statements set forth in said Certificate are true of his or her own knowledge.

Signed on July 17th, 2006.



Lowell L. Sando, President and Chairman of the Board



Lorie A. Birk, Secretary

