

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/17/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ImageWare Systems, Inc.		01/17/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	ImageWare Systems, Inc.
Street Address:	10883 Thornmint Road
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92127
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	3317280	IWS

CORRESPONDENCE DATA

Fax Number: (858)720-2555
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 858-720-2500
 Email: prosecutiondocketing@paulhastings.com
 Correspondent Name: Martin R. Bader
 Address Line 1: P.O. Box 919092
 Address Line 4: San Diego, CALIFORNIA 92191-9092

ATTORNEY DOCKET NUMBER:	59333.00011.D
NAME OF SUBMITTER:	Martin R. Bader
Signature:	/Martin R. Bader/

Date:

01/17/2008

Total Attachments: 3

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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:

"IMAGEWARE SYSTEMS, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "IMAGEWARE SYSTEMS, INC." UNDER THE NAME OF
"IMAGEWARE SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE EIGHTEENTH DAY OF JANUARY, A.D. 2006, AT 8:33
O'CLOCK A.M.



4051187 8100M

071282418

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6207997

DATE: 12-04-07

TRADEMARK
REEL: 003698 FRAME: 0640

CERTIFICATE OF OWNERSHIP AND MERGER

of
IMAGEWARE SYSTEMS, INC.,
a California corporation
with and into
IMAGEWARE SYSTEMS, INC.,
a Delaware corporation

It is hereby certified that:

1. Imageware Systems, Inc. is a corporation organized under the laws of the State of California (the "Imageware California"), which laws permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.
2. Imageware California, as the owner of all of the outstanding shares of capital stock of Imageware Systems, Inc., a Delaware corporation ("Imageware Delaware"), hereby merges with and into Imageware Delaware with Imageware Delaware as the surviving corporation (the "Merger") pursuant to an Agreement and Plan of Merger (the "Merger Agreement").
3. The following is a copy of the resolutions adopted on October 21, 2005, by the Board of Directors of Imageware California approving the Merger:

RESOLVED, that subject to the approval of the Corporation's shareholders, in order to effectuate the Reorganization, the Board of Directors of the Corporation hereby approves and adopts the Merger and authorizes the Corporation to enter into the Merger Agreement, in substantially the form attached hereto as Exhibit B, with such changes as the officers executing the same in their discretion deem advisable, and to enter into, execute, deliver and perform its obligations under the Merger Agreement and each other agreement, document, instrument, certificate or amendment, including without limitation, the execution and filing of a Certificate of Ownership and Merger with the Delaware Secretary of State and the filing of a certified copy of the Certificate of Ownership and Merger with the California Secretary of State, and to take such other actions, as may be required or deemed necessary to be provided or taken by the Corporation thereunder;

RESOLVED FURTHER, upon the Effective Date, each share of common stock of the Corporation ("Imageware California Common Stock"), which shall be issued and outstanding immediately prior to the Effective Time of the Merger, shall be converted pro rata into one issued and outstanding share of common stock of Imageware Delaware ("Imageware Delaware Common Stock"), and, from and after the Effective Date, the holders of all of said issued and outstanding shares of common stock of the Corporation shall automatically be and become holders of shares of Imageware Delaware Common Stock, whether or not certificates representing said shares are then issued and delivered;

RESOLVED FURTHER, upon the Effective Date, each share of Series B Preferred Stock of the Corporation ("Imageware California Series B Preferred Stock"),

which shall be issued and outstanding immediately prior to the Effective Time of the Merger, shall be converted pro rata into one issued and outstanding share of Series B Preferred Stock of Imageware Delaware ("Imageware Delaware Series B Preferred Stock"), and, from and after the Effective Date, the holders of all of said issued and outstanding shares of Series B Preferred Stock of the Corporation shall automatically be and become holders of shares of Imageware Delaware Series B Preferred Stock, whether or not certificates representing said shares are then issued and delivered;

RESOLVED FURTHER, that subject to the approval of the Corporation's shareholders, the officers of the Corporation be, and each of them hereby is, authorized and directed to enter into, execute, deliver and perform the Corporation's obligations under the Merger Agreement, in substantially the form attached hereto as Exhibit B, with such changes as the officers executing the same in their discretion deem advisable, and each other agreement, document, instrument, certificate or amendment required to be provided by the Corporation, including without limitation, the execution and filing of a Certificate of Ownership and Merger with the Delaware Secretary of State and the filing of a certified copy of the Certificate of Ownership and Merger with the California Secretary of State, and to take such other actions, as may be required or deemed necessary to be provided or taken by the Corporation thereunder;

RESOLVED FURTHER, the Merger Agreement shall be submitted to the Corporation's shareholders for approval, by the delivery of a Proxy Statement in substantially the form attached hereto as Exhibit C, and the Proxy Statement shall be filed with the Securities and Exchange Commission in accordance with the rules thereof;

RESOLVED FURTHER, that S. James Miller, Jr. is hereby authorized and directed to consult with the Corporation's transfer agent and fix a Record Date for shareholders entitled to notice of and to vote at the special meeting of shareholders during the week of October 31, 2005.

4. The Merger has been adopted, approved, certified, executed, and acknowledged by Imageware California in accordance with the laws under which it is organized.

Executed on this 17th day of January, 2006.

Imageware Systems, Inc.,
a California corporation

By: /s/ Wayne G. Wetherell
Wayne G. Wetherell
Senior Vice President & Chief Financial Officer