

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

| | | | |
|--------------------------------------------------------------------------------------|--------------------------------|----------------|------------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Wireless Control Network Solutions, LLC | | 03/31/2008 | LIMITED LIABILITY COMPANY: UNITED STATES |
| RECEIVING PARTY DATA | | | |
| Name: | Synapse Wireless, Inc. | | |
| Street Address: | 132 Export Circle | | |
| City: | Huntsville | | |
| State/Country: | ALABAMA | | |
| Postal Code: | 35806 | | |
| Entity Type: | CORPORATION: | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 77006982 | SYNAPSE SNAP | |
| Serial Number: | 77176278 | SNAP | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (256)533-9322 | | |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | | |
| Phone: | (256) 533-1100 | | |
| Email: | AJH@LFSP.com | | |
| Correspondent Name: | Angela Holt | | |
| Address Line 1: | PO Box 2087 | | |
| Address Line 4: | Huntsville, ALABAMA 35804-2087 | | |
| ATTORNEY DOCKET NUMBER: | 00-0895.35 | | |
| NAME OF SUBMITTER: | Angela Holt | | |
| Signature: | /Angela Holt/ | | |

CH 77006982 \$65.00

900105615

TRADEMARK
REEL: 003770 FRAME: 0553

Date:

05/02/2008

Total Attachments: 22

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Delaware

PAGE 1

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 MERGER, WHICH MERGES:

"WIRELESS CONTROL NETWORK SOLUTIONS, LLC", AN ALABAMA LIMITED LIABILITY COMPANY,

WITH AND INTO "SYNAPSE WIRELESS, INC." UNDER THE NAME OF "SYNAPSE WIRELESS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2008, AT 4:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2008, AT 12 O'CLOCK A.M.

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

4489445 8100M

080370959

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



Harriet Smith Windsor

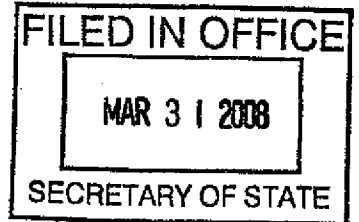
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6498229

DATE: 04-03-08

TRADEMARK

REEL: 003770 FRAME: 0555



**ARTICLES OF MERGER
OF
WIRELESS CONTROL NETWORK SOLUTIONS, LLC,
An Alabama Limited Liability Company
With And Into
SYNAPSE WIRELESS, INC.,
A Delaware Corporation**

Pursuant to the provisions of Section 10-12-54 of the *Code of Alabama*, WIRELESS CONTROL NETWORK SOLUTIONS, LLC, an Alabama limited liability company (the "Alabama Company"), and SYNAPSE WIRELESS, INC., a Delaware corporation (the "Delaware Corporation") (referred to jointly as the "Constituent Corporations") adopt the following Articles of Merger for the purpose of merging the Alabama Company into the Delaware Corporation as the "Surviving Corporation."

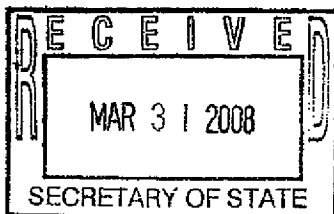
**ARTICLE I
Plan of Merger**

The Agreement and Plan of Merger, attached hereto as Exhibit A and made a part hereof, was approved by the directors and shareholders of each of the Constituent Corporations in the manner prescribed by the Alabama Business Corporation Act and the General Corporation Law of the State of Delaware.

**ARTICLE II
Outstanding Units / Shares**

The Alabama Company has one class of membership units authorized and outstanding. The Delaware Corporation has one class of stock authorized, common stock with par value of \$0.001 per share. As to each of the Constituent Corporations, the number of shares outstanding and the number of outstanding units or shares entitled to vote on such plan of merger are as follows:

| <u>Name of Corporation</u> | <u>Number of Shares or Units Outstanding</u> | <u>Number of Shares or Units Entitled to Vote</u> |
|----------------------------|----------------------------------------------|---------------------------------------------------|
| Alabama Company | 5,791,250 | 5,791,250 |
| Delaware Corporation | 1 | 1 |



ARTICLE III
Shares Voted

As to each of the Constituent Corporations, the total number of shares voted for and against such plan of merger and the number of shares that abstained from voting, are as follows:

| <u>Name of Corporation</u> | <u>Voted For</u> | <u>Voted Against</u> | <u>Abstained</u> |
|----------------------------|------------------|----------------------|------------------|
| Alabama Company | 4,925,000 | -0- | 866,250 |
| Delaware Corporation | 1 | -0- | -0- |

ARTICLE IV
County of Incorporation

The Alabama Company has its Articles of Organization filed with the Probate Judge of Madison County, Alabama.

ARTICLE V
Miscellaneous

Since the Delaware Corporation, as the Surviving Corporation, is to be governed by the laws of the State of Delaware, the Delaware Corporation hereby:

(a) agrees that it may be served with process in the State of Alabama in any proceeding for the enforcement of any obligation of the Alabama Company and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Alabama Company against the Surviving Corporation;

(b) irrevocably appoints the Secretary of State of the State of Alabama as its agent to accept service of process in any such proceeding; and

(c) agrees that it will promptly pay to the dissenting shareholders of the Alabama Company the amount, if any, to which they shall be entitled under the provisions of the Alabama Business Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger on this the 28th day of March, 2008.

WIRELESS CONTROL NETWORK SOLUTIONS, LLC,
An Alabama limited liability company



Wade Patterson, Chief Executive Officer

SYNAPSE WIRELESS, INC.,
A Delaware corporation



Wade Patterson, Chief Executive Officer

This Instrument Prepared By:

Richard J. Marsden, Esquire
LANIER FORD SHAVER & PAYNE P.C.
200 West Court Square - Suite 5000
P. O. Box 2087
Huntsville, Alabama 35804
256.535.1100

CERTIFICATE OF MERGER
Of
WIRELESS CONTROL NETWORK SOLUTIONS, LLC,
An Alabama Limited Liability Company
With And Into
SYNAPSE WIRELESS, Inc.,
A Delaware Corporation

WIRELESS CONTROL NETWORK SOLUTIONS, LLC, an Alabama company (the "Alabama Company"), and SYNAPSE WIRELESS, INC., a Delaware corporation (the "Delaware Corporation"), said corporations being herein sometimes referred to as the "Constituent Entities" hereby certify that:

FIRST: The names and states of incorporation of each of the Constituent Entities are as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|--------------------------------------------|-------------------------------|
| WIRELESS CONTROL NETWORK SOLUTIONS, LLC | Alabama |
| SYNAPSE WIRELESS, INC. | Delaware |

SECOND: An Agreement and Plan of Merger dated March 28, 2008 (the "Agreement and Plan of Merger"), between the Constituent Entities has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Entities in accordance with Section 264 of the *Delaware General Corporation Law*.

THIRD: The name of the surviving entity is SYNAPSE WIRELESS, INC., a Delaware corporation (hereinafter called the "Surviving Entity").

FOURTH: The Certificate of Incorporation of the Delaware Corporation shall be the Certificate of Incorporation of the Surviving Entity.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Entity. The address of the principal place of business of the Surviving Entity is 123 Export Circle, Huntsville, Alabama 35806.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any person who was heretofore or is hereafter a stockholder of the Delaware Corporation or a Member of the Alabama Company.

SEVENTH: The merger of the Constituent Entities shall be effective as of midnight on March 31, 2008.

EIGHTH: The authorized units of each constituent entity which is not a corporation of the State of Delaware is 7,000,000.

REMAINDER OF PAGE INTENTIONALLY BLANK

IN WITNESS WHEREOF, SYNAPSE WIRELESS, INC., a Delaware corporation has caused this Certificate of Merger to be executed by its duly authorized person as of the 28th day of March, 2008.

SYNAPSE WIRELESS, INC.,
A Delaware corporation


Wade Patterson, Chief Executive Officer

This Instrument Prepared by:

Richard J. Marsden, Esq.
LANIER FORD SHAVER & PAYNE P.C.
Post Office Box 2087
Huntsville, Alabama 35804
256.533.1100

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

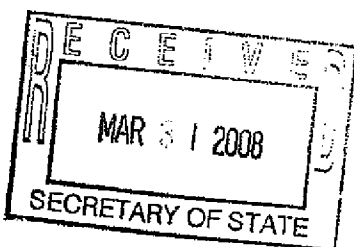
By and Between

**WIRELESS CONTROL NETWORK SOLUTIONS, LLC,
an Alabama limited liability company**

AND

**SYNAPSE WIRELESS, INC.,
a Delaware corporation**

**LANIER FORD SHAVER & PAYNE, P.C.
200 West Side Square, Suite 5000
Huntsville, Alabama 35801
256.535.1100**



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into as of the 28th day of March, 2008, by and between WIRELESS CONTROL NETWORK SOLUTIONS, LLC, an Alabama limited liability company (the "Alabama Company") and SYNAPSE WIRELESS, INC. a Delaware corporation (the "Delaware Corporation"). Collectively the Alabama Company and the Delaware Corporation may sometimes be referred to hereinafter as the "Constituent Entities."

WITNESSETH:

The Alabama Company is a corporation duly incorporated and existing under the laws of the State of Alabama, having been formed on January 29, 2007. The Delaware Corporation is a corporation duly incorporated and existing under the laws of the State of Delaware, having been formed on March 25, 2008.

The members of the Alabama Company and the number of shares of membership units (collectively, the "Alabama Units" and each "Alabama Unit") held by each are as stated on the attached Schedule A.

The stockholders of the Delaware Corporation and the number of shares of the \$0.001 par value per share voting common stock (collectively, the "Delaware Shares" and each "Delaware Share") held by each are as stated on the attached Schedule B.

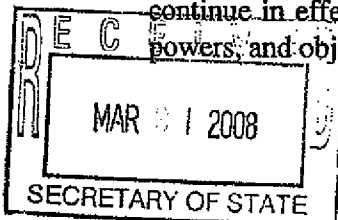
The shareholders of the Alabama Company and the stockholders of the Delaware Corporation deem it to be for the benefit and advantage of each of the Constituent Entities and their respective members and stockholders that the Constituent Entities merge under and pursuant to the provisions of the laws of the State of Alabama and the State of Delaware, with the Delaware Corporation as the surviving entity.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereto agree as follows:

ARTICLE I

Merger

In accordance with the provisions of *Alabama Code* § 10-12-54, and *Del Gen. Corp. Law* tit. 8, § 253, the Alabama Company shall be merged with and into the Delaware Corporation (the "Merger") on the effective date set forth in ARTICLE XII below. Except as herein specifically set forth, the existence of the Delaware Corporation, with all its purposes, powers and objects, shall continue in effect unimpaired by the Merger. The identity and existence, with all the purposes, powers, and objects of the Alabama Company, shall be merged into the Delaware Corporation, and



the Delaware Corporation, as the surviving business entity, shall be fully vested therewith. The name of the surviving business entity shall be SYNAPSE WIRELESS, INC. The separate existence and organization of the Alabama Company shall cease as soon as the Merger shall become effective as herein provided, and thereupon the Alabama Company and the Delaware Corporation shall be a single business entity, to wit: the Delaware Corporation (hereinafter sometimes referred to as the "Surviving Entity"). This Agreement shall continue in effect and the Merger shall become effective on the date set forth in ARTICLE XII. Immediately after approval by the shareholders of the Alabama Company, and the stockholders of the Delaware Corporation, the Surviving Entity shall (a) execute, deliver and file in the Office of the Secretary of State for the State of Delaware, the Articles of Merger attached hereto as Exhibit 1 and; (b) execute, deliver and file in the Office of the Secretary of State, Division of Corporations for the State of Alabama, the Articles of Merger attached hereto as Exhibit 2.

ARTICLE II

Governing Articles of Incorporation

Upon the effective date of the Merger, the Certificate of Incorporation of the Delaware Corporation shall be the Certificate of Incorporation of the Surviving Entity until the same shall thereafter be amended or repealed in accordance with law, such Certificate of Incorporation and the Bylaws of the Delaware Corporation.

ARTICLE III

Governing Bylaws

Upon the effective date of the Merger, the Bylaws of the Delaware Corporation shall be the Bylaws of the Surviving Entity until the same shall thereafter be amended or repealed in accordance with law, the Certificate of Incorporation and such Bylaws.

ARTICLE IV

Assumption of Assets and Liabilities

On the effective date of the Merger, the Surviving Entity shall continue in existence and, without further transfer, succeed to and possess all of the rights, privileges, and purposes of each of the Constituent Entities; and all of the property, real and personal, tangible and intangible, shall vest in the Surviving Entity without further act or deed; and the Surviving Entity shall be liable for all of the liabilities, obligation and penalties of each of the Constituent Entities. It is intended hereby that all rights, privileges, powers, property, liabilities and duties of the Constituent Entities shall vest in the Surviving Entity as a result of the Merger in accordance with *Alabama Code* § 10-12-54 and *Del Gen. Corp. Law tit. 8, § 253*. No liability or obligation due or to become due, claim or demand for any cause existing against either entity, or any stockholder or employee thereof, shall be released or impaired by such Merger. No action or proceeding, whether civil or criminal, then pending by or against either Constituent Entity or any stockholder or employee thereof shall abate or be discontinued by such Merger, but may be enforced, prosecuted, defended, settled or compromised as if such Merger had not occurred and the Surviving Entity may be substituted in any action or proceeding in place of either Constituent Entity.

If at any time the Surviving Entity shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Entity the title to any property or rights of the Constituent Entities, or otherwise to carry out the provisions hereof, the proper stockholders of the Constituent Entities, as of the effective date of the Merger, shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Entity, and otherwise to carry out the provisions hereof.

ARTICLE V

Conversion of Shares

Except as otherwise provided herein, upon the effective date of the Merger, each Alabama Share shall be converted into 1 Delaware Share, fully paid and nonassessable. Any fractional Alabama Units held by a member of the Alabama Company shall be converted into the corresponding amount of fractional Delaware Shares. The names of the stockholders and the number of Delaware Shares owned immediately after the Merger are listed as provided on the attached Schedule C.

ARTICLE VI

Conversion of Options

The persons holding options to purchase Alabama Units from the Alabama Company, if any, shall be converted into the corresponding number of options to purchase Delaware Shares upon identical terms and conditions.

ARTICLE VII

Continuation of Policies

All acts, policies, plans, approvals and authorizations of the Alabama Company, its stockholders, officers, directors, employees and agents, which were valid and effective immediately prior to the effective date of the Merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Entity and shall be as effective and binding thereon as they were on the Alabama Company. The employees of the Alabama Company shall become the employees of the Surviving Entity and shall continue to be entitled to the same rights and benefits they enjoyed as employees of the Alabama Company, except as otherwise provided by the terms of this Agreement.

ARTICLE VIII

Approvals

This Agreement shall be submitted to the stockholders and members of each of the Constituent Entities as provided by the applicable laws of the State of Alabama and the State of Delaware. There shall be required for the adoption of this Agreement the respective vote of a

Special Majority of the members of the Alabama Company, as provided in the Alabama Company's Operating Agreement, and a majority of the stockholders Delaware Corporation.

ARTICLE IX
Principal Place of Business of Surviving Entity

The principal place of business of the Surviving Entity shall be 123 Export Circle, Huntsville, Alabama 35806.

ARTICLE X
Termination of Merger

This Agreement and the Merger may be terminated and abandoned by unanimous written action of the members of the Alabama Company or the stockholders of the Delaware Corporation prior to the Merger becoming effective. In the event of the termination and the abandonment of this Agreement and the Merger pursuant to the foregoing provisions of this ARTICLE X, this Agreement shall become void and of no further effect without any liability on the part of either of the Constituent Entities or their stockholders, officers, directors, agents or representatives in respect thereto.

ARTICLE XI
Counterparts

This Agreement of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

ARTICLE XII
Effective Date

The effective date of the Merger shall be as of midnight on March 31, 2008.

ARTICLE XIII
Entire Agreement

This Agreement and the Schedules and Exhibits attached hereto constitute the entire agreement among the parties hereto. Any Schedule or Exhibit attached to this Agreement shall be made a part hereof as if fully set out herein.

**** SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER ****

IN WITNESS WHEREOF, each party to this Agreement of Merger, pursuant to authority has caused these presents to be executed on behalf of the Alabama Company and the Delaware Corporation by their stockholders, and as of the day and year first hereinabove written.

WIRELESS CONTROL NETWORK SOLUTIONS, LLC,
an Alabama Limited Liability Company



Wade Patterson, Chief Executive Officer

SYNAPSE WIRELESS, INC.,
a Delaware Corporation



Wade Patterson, Chief Executive Officer

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SCHEDULE A

ALABAMA UNITS

| Name | Total Units |
|-------------------------------|------------------|
| Wade Patterson | 1,000,000 |
| Gary Shelton | 1,000,000 |
| Pat Campbell | 1,000,000 |
| Phil Williams | 1,000,000 |
| Primera Development | 125,000 |
| Danny Galyean | 50,000 |
| Sanford Norris | 25,000 |
| Tammy & Ken Pruitt | 25,000 |
| Tony Gann | 25,000 |
| Steve Wakefield | 25,000 |
| Bill Green | 25,000 |
| Mike Beasley | 25,000 |
| Greg O'Bryant | 25,000 |
| San Bunn | 25,000 |
| Grant Childress | 50,000 |
| John Phillip Williams/Trustee | 25,000 |
| Barney Heyward | 25,000 |
| Todd Slyman | 25,000 |
| Jim Link | 25,000 |
| Tim Baker | 12,500 |
| Christopher Daniel | 12,500 |
| Ronald G. Vaughn II | 25,000 |
| Louis Sisco | 12,500 |
| Freida Vest | 25,000 |
| Crescent LLC | 12,500 |
| Jerry Gurney | 12,500 |
| Joh Raush | 12,500 |
| Greg Gum | 17,500 |
| Lisa Williams | 50,000 |
| Phil Williams | 50,000 |
| Craig Herr | 50,000 |
| HBG Partners | 31,250 |
| Bob Thurber | 75,000 |
| Suzy Thurber | 25,000 |
| Sanford Morris | 12,500 |
| Randy Herrell | 12,500 |
| Hickory Ventures | 750,000 |
| Bentley Family Property | 15,000 |
| David Slyman | 12,500 |
| Larry Laster | 25,000 |
| John W. Cummings IV | 15,000 |
| TOTAL | 5,791,250 |

SCHEDULE B

DELAWARE SHARES

| Name | Total Shares |
|------------------------------|------------------|
| Wade Patterson | 999,999 |
| Gary Shelton | 1,000,000 |
| Pat Campbell | 1,000,000 |
| Phil Williams | 1,000,000 |
| Primera Development | 125,000 |
| Danny Galyean | 50,000 |
| Sanford Norris | 25,000 |
| Tammy & Ken Pruitt | 25,000 |
| Tony Gann | 25,000 |
| Steve Wakefield | 25,000 |
| Bill Green | 25,000 |
| Mike Beasley | 25,000 |
| Greg O'Bryant | 25,000 |
| San Bunn | 25,000 |
| Grant Childress | 50,000 |
| John Philip Williams/Trustee | 25,000 |
| Barney Heyward | 25,000 |
| Todd Slyman | 25,000 |
| Jim Link | 25,000 |
| Tim Baker | 12,500 |
| Christopher Daniel | 12,500 |
| Ronald G. Vaughn II | 25,000 |
| Louis Sisco | 12,500 |
| Freida Vest | 25,000 |
| Crescent LLC | 12,500 |
| Jerry Gurney | 12,500 |
| Joh Raush | 12,500 |
| Greg Gum | 17,500 |
| Lisa Williams | 50,000 |
| Phil Williams | 50,000 |
| Craig Herr | 50,000 |
| HBG Partners | 31,250 |
| Bob Thurber | 75,000 |
| Suzy Thurber | 25,000 |
| Sanford Morris | 12,500 |
| Randy Herrell | 12,500 |
| Hickory Ventures | 750,000 |
| Bentley Family Property | 15,000 |
| David Slyman | 12,500 |
| Larry Laster | 25,000 |
| John W. Cummings IV | 15,000 |
| TOTAL | 5,791,249 |

SCHEDULE C

CONVERSION SHARES

| Name | Total Shares |
|------------------------------|---------------------|
| Wade Patterson | 999,999 |
| Gary Shelton | 1,000,000 |
| Pat Campbell | 1,000,000 |
| Phil Williams | 1,000,000 |
| Primera Development | 125,000 |
| Danny Galyean | 50,000 |
| Sanford Norris | 25,000 |
| Tammy & Ken Pruitt | 25,000 |
| Tony Gann | 25,000 |
| Steve Wakefield | 25,000 |
| Bill Green | 25,000 |
| Mike Beasley | 25,000 |
| Greg O'Bryant | 25,000 |
| San Bunn | 25,000 |
| Grant Childress | 50,000 |
| John Philip Williams/Trustee | 25,000 |
| Barney Heyward | 25,000 |
| Todd Slyman | 25,000 |
| Jim Link | 25,000 |
| Tim Baker | 12,500 |
| Christopher Daniel | 12,500 |
| Ronald G. Vaughn II | 25,000 |
| Louis Sisco | 12,500 |
| Frelida Vest | 25,000 |
| Crescent LLC | 12,500 |
| Jerry Gurney | 12,500 |
| Joh Raush | 12,500 |
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| Randy Herrell | 12,500 |
| Hickory Ventures | 750,000 |
| Bentley Family Property | 15,000 |
| David Slyman | 12,500 |
| Larry Laster | 25,000 |
| John W. Cummings IV | 15,000 |
| TOTAL | 5,791,249 |

EXHIBIT 1

Delaware Certificate Of Merger

**CERTIFICATE OF MERGER
Of
WIRELESS CONTROL NETWORK SOLUTIONS, LLC,
An Alabama Limited Liability Company
With And Into
SYNAPSE WIRELESS, Inc.,
A Delaware Corporation**

WIRELESS CONTROL NETWORK SOLUTIONS, LLC, an Alabama limited liability company (the "**Alabama Company**"), and SYNAPSE WIRELESS, INC., a Delaware corporation (the "**Delaware Corporation**"), said corporations being herein sometimes referred to as the "**Constituent Entities**" hereby certify that:

FIRST: The names and states of incorporation of each of the Constituent Entities are as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|--------------------------------------------|-------------------------------|
| WIRELESS CONTROL NETWORK SOLUTIONS, LLC | Alabama |
| SYNAPSE WIRELESS, INC. | Delaware |

SECOND: An Agreement and Plan of Merger dated March 28, 2008 (the "**Agreement and Plan of Merger**"), between the Constituent Entities has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Entities in accordance with Section 252 of the *Delaware General Corporation Law*.

THIRD: The name of the surviving entity is SYNAPSE WIRELESS, INC., a Delaware corporation (hereinafter called the "**Surviving Entity**").

FOURTH: The Certificate of Incorporation of the Delaware Corporation shall be the Certificate of Incorporation of the Surviving Entity.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Entity. The address of the principal place of business of the Surviving Entity is 123 Export Circle, Huntsville, Alabama 35806.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any person who was heretofore or is hereafter a stockholder of the Delaware Corporation or a stockholder of the Alabama Company.

SEVENTH: The merger of the Constituent Entities shall be effective as of midnight on March 31, 2008.

EIGHTH: The authorized units of each constituent corporation which is not a corporation of the State of Delaware is 7,000,000.

REMAINDER OF PAGE INTENTIONALLY BLANK

IN WITNESS WHEREOF, SYNAPSE WIRELESS, INC., a Delaware corporation has caused this Certificate of Merger to be executed by its duly authorized person as of the 28th day of March, 2008.

SYNAPSE WIRELESS, INC.,
A Delaware corporation

By: _____
Its: _____

This Instrument Prepared by:

Richard J. Marsden, Esq.
LANIER FORD SHAVER & PAYNE P.C.
Post Office Box 2087
Huntsville, Alabama 35804
256.535.1100

EXHIBIT 2

Alabama Articles Of Merger

ARTICLES OF MERGER OF WIRELESS CONTROL NETWORK SOLUTIONS, LLC, An Alabama Limited Liability Company With And Into SYNAPSE WIRELESS, INC., A Delaware Corporation

Pursuant to the provisions of Section 10-12-54 of the *Code of Alabama*, WIRELESS CONTROL NETWORK SOLUTIONS, LLC, an Alabama limited liability company (the "Alabama Company"), and SYNAPSE WIRELESS, INC., a Delaware corporation (the "Delaware Corporation") (referred to jointly as the "Constituent Corporations") adopt the following Articles of Merger for the purpose of merging the Alabama Company into the Delaware Corporation as the "Surviving Corporation."

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ARTICLE II Outstanding Units / Shares

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| <u>Name of Corporation</u> | <u>Number of Shares or Units Outstanding</u> | <u>Number of Shares or Units Entitled to Vote</u> |
|----------------------------|----------------------------------------------|---------------------------------------------------|
| Alabama Company | 5,791,250 | 5,791,250 |
| Delaware Corporation | 1 | 1 |

ARTICLE III
Shares Voted

As to each of the Constituent Corporations, the total number of shares voted for and against such plan of merger and the number of shares that abstained from voting, are as follows:

| <u>Name of Corporation</u> | <u>Voted For</u> | <u>Voted Against</u> | <u>Abstained</u> |
|----------------------------|------------------|----------------------|------------------|
| Alabama Company | 4,925,000 | -0- | 866,250 |
| Delaware Corporation | 1 | -0- | -0- |

ARTICLE IV
County of Incorporation

The Alabama Company has its Articles of Organization filed with the Probate Judge of Madison County, Alabama.

ARTICLE V
Miscellaneous

Since the Delaware Corporation, as the Surviving Corporation, is to be governed by the laws of the State of Delaware, the Delaware Corporation hereby:

- (a) agrees that it may be served with process in the State of Alabama in any proceeding for the enforcement of any obligation of the Alabama Company and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Alabama Company against the Surviving Corporation;
- (b) irrevocably appoints the Secretary of State of the State of Alabama as its agent to accept service of process in any such proceeding; and
- (c) agrees that it will promptly pay to the dissenting shareholders of the Alabama Company the amount, if any, to which they shall be entitled under the provisions of the Alabama Business Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger on this the 28th day of March, 2008.

WIRELESS CONTROL NETWORK
SOLUTIONS, LLC,
An Alabama limited liability company

By: _____
Its: _____

SYNAPSE WIRELESS, INC.,
A Delaware corporation

Wade Patterson, Chief Executive Officer

This Instrument Prepared By:

Richard J. Marsden, Esquire
LANIER FORD SHAVER & PAYNE P.C.
200 West Court Square - Suite 5000
P. O. Box 2087
Huntsville, Alabama 35804
256.535.1100

STATE OF ALABAMA
COUNTY OF _____
I hereby certify that this is a
true and correct copy of the
document filed in this office
on _____

DATE