

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Smart Commerce, Inc.		12/31/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Smart Online, Inc.
Street Address:	4505 Emperor Blvd.
Internal Address:	Suite 320
City:	Durham
State/Country:	NORTH CAROLINA
Postal Code:	27703
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	77434819	IMART

CORRESPONDENCE DATA

Fax Number: (919)821-6800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (919) 821-6734
 Email: bsimpson!@smithlaw.com
 Correspondent Name: D. Blake Simpson
 Address Line 1: P.O. Box 2611
 Address Line 4: Raleigh, NORTH CAROLINA 27602-2611

NAME OF SUBMITTER:	D. Blake Simpson
Signature:	/D. Blake Simpson/
Date:	01/08/2009

OP \$40.00 77434819

Total Attachments: 4

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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 OWNERSHIP, WHICH MERGES:

"SMART COMMERCE, INC.", A DELAWARE CORPORATION,

"SMART CRM, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SMART ONLINE, INC." UNDER THE NAME OF "SMART ONLINE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2008, AT 11:45 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008, AT 11:59 O'CLOCK P.M.

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



2346954 8100M

081195505

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7026126

DATE: 12-15-08

TRADEMARK
REEL: 003915 FRAME: 0401

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP

SUBSIDIARY INTO PARENT
Section 253

CERTIFICATE OF OWNERSHIP
MERGING

SMART COMMERCE, INC.
a Delaware corporation

AND

SMART CRM, INC.
a Delaware corporation

INTO

SMART ONLINE, INC.
a Delaware corporation

(Pursuant to Section 253 of the General Corporation Law of Delaware)

SMART ONLINE, INC., a corporation incorporated on the 10th day of August, 1993
A.D., pursuant to the provisions of the General Corporation Law of Delaware;

DOES HEREBY CERTIFY that this corporation owns 100% of the capital stock of
SMART COMMERCE, INC., a corporation incorporated on the 6th day of October, 2005 A.D.,
and 100% of the capital stock of SMART CRM, INC., a corporation incorporated on the 8th day
of September, 2005 A.D., pursuant to the provisions of the General Corporation Law of
Delaware, and that this corporation, by a resolution of its Board of Directors duly adopted at a
meeting held on the 9th day of December, 2008 A.D., determined to merge into itself said Smart
Commerce, Inc. and Smart CRM, Inc. as of 11:59 p.m. on the 31st day of December, 2008 A.D.,
which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns 100% of the outstanding stock of Smart Commerce, Inc. and Smart CRM, Inc., corporations organized and existing under the laws of the State of Delaware, and

WHEREAS this corporation desires to merge into itself the said Smart Commerce, Inc. and Smart CRM, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporations,

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said Smart Commerce, Inc. and Smart CRM, Inc. and assume all of their liabilities and obligations as of 11:59 p.m. on the 31st day of December, 2008 A.D., and

FURTHER RESOLVED, that an authorized officer of this corporation be and he/she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said Smart Commerce, Inc. and Smart CRM, Inc. and assume their liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County, and

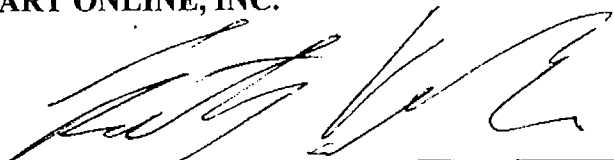
FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger.

[Signature page follows]

[Signature page to the Certificate of Ownership and Merger]

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this certificate to be signed by an authorized officer this 11th day of December, 2008 A.D.

SMART ONLINE, INC.

By: 
Authorized Officer

Name: Doron Roethler
Print or Type

Title: Interim President and Chief Executive Officer