

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/02/2009		
<b>CONVEYING PARTY DATA</b>			
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>
	TouchCommerce, Inc.		03/02/2009
			<b>Entity Type</b>
			CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	TouchCommerce, Inc.		
<b>Street Address:</b>	30501 Agoura Road, Suite 203		
<b>City:</b>	Agoura Hills		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	91301		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
<b>Serial Number:</b>		77597538	TOUCH COMMERCE
<b>Serial Number:</b>		77596604	RIGHTTOUCH
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(949)760-9502		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	310-551-3450		
<b>Email:</b>	efiling@kmob.com		
<b>Correspondent Name:</b>	Jonathan A. Hyman		
<b>Address Line 1:</b>	2040 Main Street, Fourteenth Floor		
<b>Address Line 4:</b>	Irvine, CALIFORNIA 92614		
<b>ATTORNEY DOCKET NUMBER:</b>	IQN.012T		
<b>NAME OF SUBMITTER:</b>	Jonathan A. Hyman		
<b>Signature:</b>	/jhh/		

OP \$65.00 77597538

Date:

04/16/2009

**Total Attachments: 3**

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, 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:

"TOUCHCOMMERCE, INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "TOUCHCOMMERCE, INC." UNDER THE NAME OF  
"TOUCHCOMMERCE, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE THIRD DAY OF MARCH, A.D. 2009, AT 8:08  
O'CLOCK A.M.

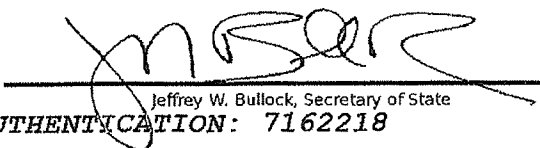
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7162218

DATE: 03-03-09

TRADEMARK  
REEL: 003971 FRAME: 0946

**CERTIFICATE OF MERGER OF**

**TOUCHCOMMERCE, INC.**  
a California corporation  
**INTO**  
**TOUCHCOMMERCE, INC.**  
a Delaware corporation

TouchCommerce, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law, as amended (the "DGCL"), in lieu of filing the Merger Agreement required by Section 252 of the DGCL, does hereby certify that:

**FIRST:** The name and state of incorporation of each of the constituent corporations participating in the merger herein certified is as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
TouchCommerce, Inc. ("TouchCommerce CA")	California
TouchCommerce, Inc. ("TouchCommerce DE")	Delaware

**SECOND:** An Agreement and Plan of Merger, dated as of March 2, 2009 (the "Merger Agreement"), by and between TouchCommerce CA and TouchCommerce DE, has been approved, adopted, certified, executed and acknowledged by each of the aforementioned constituent corporations in accordance with Section 252 of the DGCL.

**THIRD:** The surviving corporation in the merger is TouchCommerce, Inc., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of TouchCommerce, Inc. as in effect immediately prior to the filing of this Certificate of Merger shall continue in full force and effect as the Certificate of Incorporation of said surviving corporation.

**FIFTH:** The merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

**SIXTH:** The executed Merger Agreement is on file at the office of the surviving corporation, located at 30501 Agoura Road, Suite 203, Agoura Hills, CA 91301.

**SEVENTH:** A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

**EIGHTH:** The authorized capital stock of TouchCommerce CA consists of (i) 82,692,660 shares of Common Stock, no par value, and (ii) 58,125,936 shares of Preferred Stock, no par value. Of the Preferred Stock, (i) 1,000,000 are designated as Series A Preferred Stock, (ii) 21,751,916 are designated as Series B-1 Preferred Stock, (iii) 22,774,020 are designated as Series C Preferred Stock, and (iv) 12,600,000 are designated as Series D Preferred Stock.

[Remainder of the Page Intentionally Left Blank]

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed by an authorized person (within the meaning of the DGCL) of the surviving corporation, TouchCommerce, Inc.

Dated as of March 2, 2009.

**TOUCHCOMMERCE, INC.**  
a Delaware corporation

/s/ Bernard Louvat

Bernard Louvat  
*President and Chief Executive Officer*

[CERTIFICATE OF MERGER]

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RECORDED: 04/16/2009

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