

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Change in State of Incorporation

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
TeleTracking Technologies, Inc.		07/03/2008	CORPORATION: PENNSYLVANIA

**RECEIVING PARTY DATA**

<b>Name:</b>	TeleTracking Technologies, Inc.
<b>Street Address:</b>	Times Building 336 Fourth Avenue
<b>City:</b>	Pittsburgh
<b>State/Country:</b>	PENNSYLVANIA
<b>Postal Code:</b>	15222
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Registration Number:	1860092	BED TRACKING
Registration Number:	3209677	ELECTRONIC BEDBOARD
Serial Number:	78742212	PREADMITTRACKING
Serial Number:	78742227	BED MANAGEMENT SUITE
Serial Number:	78742224	PATIENTTRACKINGOR
Serial Number:	78742223	PATIENTTRACKINGRN
Serial Number:	78946064	BEDTRACKING MOBILE
Serial Number:	77470763	AVANTI
Serial Number:	77242783	AVANTI PATIENT FLOW SERVICES
Serial Number:	77242811	AVANTI
Serial Number:	77242817	TELETRACKING
Serial Number:	77242829	TELETRACKING

**CORRESPONDENCE DATA**

**900132859**

**TRADEMARK  
 REEL: 003978 FRAME: 0463**

**OP \$315.00 1860092**

Fax Number: (412)741-9292  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 412-741-8400  
Email: uspto@ferencelaw.com  
Correspondent Name: Ference & Associates LLC  
Address Line 1: 409 Broad Street  
Address Line 4: Pittsburgh, PENNSYLVANIA 15143

ATTORNEY DOCKET NUMBER:	569.006
NAME OF SUBMITTER:	Stanley D. Ference III
Signature:	/Stanley D. Ference III/
Date:	04/29/2009

Total Attachments: 7  
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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A PENNSYLVANIA CORPORATION UNDER THE NAME OF "TELETRACKING TECHNOLOGIES, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE SEVENTH DAY OF JULY, A.D. 2008, AT 11:30 O'CLOCK A.M.

4571663 8100V

080945190



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6844239

DATE: 09-11-08

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

TRADEMARK  
REEL: 003978 FRAME: 0465

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Pennsylvania.
- 2.) The jurisdiction immediately prior to filing this Certificate is Pennsylvania.
- 3.) The date the Non-Delaware Corporation first formed is 7-29-1998.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is TeleTracking Technologies, Inc.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is TeleTracking Technologies, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 3rd day of July, A.D. 2008.

By: Kirk Stephen

Name: Kirk Stephen  
Print or Type

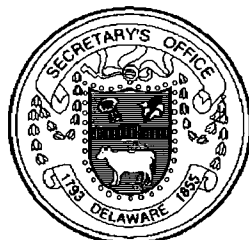
Title: CHIEF FINANCIAL OFFICER  
/Print or Type

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "TELETRACKING TECHNOLOGIES, INC." FILED IN THIS OFFICE ON THE SEVENTH DAY OF JULY, A.D. 2008, AT 11:30 O'CLOCK A.M.



4571663 8100V

080945190

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

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6844239

DATE: 09-11-08

TRADEMARK  
REEL: 003978 FRAME: 0467

**CERTIFICATE OF INCORPORATION**  
**OF**  
**TELETRACKING TECHNOLOGIES, INC.**

**FIRST:** The name of the Corporation is TeleTracking Technologies, Inc.

**SECOND:** The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares which the Corporation shall have authority to issue is 120,000,000 shares of capital stock, of which 100,000,000 shares shall be designated Common Stock, having a par value of \$.01 per share, and 20,000,000 shares shall be designated Preferred Stock, having a par value of \$.01 per share. The voting powers, designations and relative rights and preferences of the two classes of capital stock are set forth below. Except as otherwise provided by law or by the resolution or resolutions adopted by the Board of Directors designating the rights, powers, and preferences of any series of Preferred Stock, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of Preferred Stock shall not be entitled to receive notice of any meeting of shareholders at which they are not entitled to vote.

**A. COMMON STOCK**

1. **POWERS, RIGHTS AND PREFERENCES.** The Common Stock shall be without distinction as to powers, rights and preferences and as to the qualifications, limitations or restrictions thereof. At every annual or special meeting of the stockholders of the Corporation, every holder of Common Stock shall be entitled to one vote, in person or by proxy, for each share of Common Stock standing in such holder's name on the stock transfer records of the Corporation in connection with all matters on which stockholders are generally entitled to vote. The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof.

2. **DIVIDENDS.** After the requirements regarding preferential dividends on Preferred Stock, if any, have been met and after the Corporation has complied with all the requirements, if any, regarding the setting aside of sums as sinking funds or redemption or purchase accounts, and subject further to any preferential rights, if any, of the Preferred Stock, then, but not otherwise, the holders of Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors.

3. **LIQUIDATION, DISSOLUTION OR WINDING UP.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the

Corporation and of the preferential amounts, if any, to which the holders of Preferred Stock may be entitled, the holders of Common Stock shall be entitled to share ratably, in proportion to the number of shares of Common Stock held by each, in the remaining net assets of the Corporation.

**B. PREFERRED STOCK**

*1. ISSUANCE BY BOARD RESOLUTION; SERIES.* The Preferred Stock may be issued in one or more classes or series, with such voting rights, dividend rights, redemption rights, rights upon dissolution, conversion or exchange rights, designations, preferences and other special rights, if any, and qualifications or restrictions thereof as shall be set forth in the resolution or resolutions provided for the issue of such Preferred Stock, or classes or series thereof, adopted at any time or from time to time by the Board of Directors of the Corporation.

*FIFTH:* The term for which the Corporation is to exist is perpetual.

*SIXTH:* In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, a majority of the entire Board of Directors is expressly authorized to adopt, amend and repeal the bylaws.

*SEVENTH:* The Corporation reserves the right to alter, amend or repeal any provision contained in this Certificate, in the manner now or hereafter prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

*EIGHTH:* To the fullest extent that the law of the State of Delaware permits the elimination of the liability of directors, no director of the Corporation shall be liable for monetary damages for any action taken or any failure to take any action. No amendment to or repeal of this Article Eighth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any act or failure to act on the part of such director occurring prior to such amendment or repeal.

*NINTH:* To the fullest extent permitted by the law of the State of Delaware, the Corporation shall indemnify any director or officer and may, in the discretion of the Board of Directors, indemnify any employee or other representative of the Corporation who was or is a party or is threatened to be made a party to, or otherwise becomes involved in any threatened or pending action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including, without limitation, any employee benefit plan) and may take such steps as may be deemed appropriate by the Corporation including without limitation purchasing and maintaining insurance, to provide for the payment of such amount as may be necessary to effect such indemnification.

**TENTH:** Except as otherwise provided in the General Corporation Law of the State of Delaware, the entire Board of Directors, or any class of the Board, or any individual director may be removed from office with or without assigning any cause, by the affirmative vote at a meeting called for that purpose of a majority in interest of the voting stock of the Corporation issued and outstanding, or of the holders of a class or series of shares, entitled to elect directors or the class of directors.

**ELEVENTH:** The name and mailing address of the incorporator are:  
Caroline S. Lascek, K&L Gates LLP, 535 Smithfield Street, Henry W. Oliver Building,  
Pittsburgh, Pennsylvania 15222.

**TWELFTH:** At all elections of directors of the Corporation, each holder of stock or of any class or classes or of a series or series thereof shall be entitled to as many votes as shall equal the number of votes which (except for this provision as to cumulative voting) such holder would be entitled to cast for the election of directors with respect to such holder's shares of stock multiplied by the number of directors to be elected by such holder, and such holder may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any 2 or more of them as such holder may see fit.


**THIRTEENTH:** The following persons are to serve as directors of the Corporation until their successors are elected and qualify:

<u>Name</u>	<u>Address</u>
Anthony M. Sanzo	Times Building, 336 Fourth Avenue Pittsburgh, PA 15222
Kirk Stephen	Times Building, 336 Fourth Avenue Pittsburgh, PA 15222
Michael G. Zamagias	Times Building, 336 Fourth Avenue Pittsburgh, PA 15222

[signature page follows]



THE UNDERSIGNED, being the incorporator named above, for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 3<sup>rd</sup> day of July, 2008.

  
\_\_\_\_\_  
Caroline S. Lascek, Incorporator