

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/15/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Knowledge Computing Corporation with and into i2 Merger Sub Two, Inc.		07/15/2009	CORPORATION: ARIZONA
i2 Merger Sub Two, Inc.		07/15/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Knowledge Computing Corporation (name of surviving corporation in the Merger)
Street Address:	7750 E Broadway Blvd.
Internal Address:	#100
City:	Tuscon
State/Country:	ARIZONA
Postal Code:	85710
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2619646	COPLINK
Serial Number:	77772781	COPSYNC
Serial Number:	77761615	FACE MATCH

**CORRESPONDENCE DATA**

Fax Number: (212)446-4900  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2129093078  
 Email: susan.zablocki@kirkland.com  
 Correspondent Name: Susan Zablocki  
 Address Line 1: Kirkland & Ellis LLP  
 Address Line 2: 601 Lexington Avenue

**900138877**

**TRADEMARK  
 REEL: 004026 FRAME: 0768**

**CH \$90.00 2619646**

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 23130-4

NAME OF SUBMITTER: Susan Zablocki

Signature: /susan zablocki/

Date: 07/17/2009

**Total Attachments: 6**

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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:

"KNOWLEDGE COMPUTING CORPORATION", AN ARIZONA CORPORATION, WITH AND INTO "I2 MERGER SUB TWO, INC." UNDER THE NAME OF "KNOWLEDGE COMPUTING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JULY, A.D. 2009, AT 3:54 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIFTEENTH DAY OF JULY, A.D. 2009, AT 4:15 O'CLOCK P.M.

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

4699710 8100M

090700826



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: 7419920

DATE: 07-15-09

TRADEMARK  
REEL: 004026 FRAME: 0770

CERTIFICATE OF MERGER

OF

KNOWLEDGE COMPUTING CORPORATION  
an Arizona corporation,

WITH AND INTO

i2 MERGER SUB TWO, INC.  
a Delaware corporation

*(Under Section 252 of the General Corporation Law of the State of Delaware)*

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware (the "DGCL"), i2 Merger Sub Two, Inc., a Delaware corporation (the "Company"), in connection with the merger (the "Merger") of Knowledge Computing Corporation, an Arizona Corporation ("KCC"), with and into the Company, hereby certifies as follows:

FIRST: The names and states of incorporation of the constituent corporations to the Merger (the "Constituent Corporations") are:

<u>Name</u>	<u>State of Incorporation</u>
i2 Merger Sub Two, Inc.	Delaware
Knowledge Computing Corporation	Arizona

SECOND: An Agreement and Plan of Merger, dated as of June 26, 2009 (the "Merger Agreement"), by and among i2 Acquisition Corp., a Delaware corporation, i2 Merger Sub One, Inc., a Delaware corporation, i2 Merger Sub Two, Inc., a Delaware corporation, Knowledge Computing Corporation, an Arizona corporation, and, for purposes of Section 5.09 and Articles 8 and 9 thereof, Diamond Venture Capital V, L.L.C., an Arizona limited liability company, as the representative of the stockholders, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with subsection (c) of Section 252 of the DGCL.

THIRD: The Company shall be the surviving corporation in the Merger. The name of the surviving corporation shall be Knowledge Computing Corporation.

FOURTH: The certificate of incorporation of the Company shall be amended and restated in the Merger to read in its entirety as set forth on Exhibit A hereto, and as so amended and restated shall be the certificate of incorporation of the surviving corporation.

FIFTH: An executed copy of the Merger Agreement is on file at the office of the surviving corporation at 7750 East Broadway Boulevard, Suite 100, Tucson, Arizona 85710.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

SEVENTH: The authorized capital stock of KCC is 1,000 common shares par value \$0.001.

EIGHTH: The Merger shall be deemed effective as of 4:15 p.m. Eastern Standard Time on the date of the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger of the Constituent Corporations, pursuant to the DGCL, under penalties of perjury does hereby declare and certify on behalf of the Company that this is the act and deed of the Company and the facts stated herein are true and accordingly has hereunto signed this Certificate of Merger this 15<sup>th</sup> day of July, 2009.

i2 MERGER SUB TWO, INC.,  
a Delaware corporation

By: /s/ Anthony Carty  
Name: Anthony Carty  
Its: Chief Financial Officer

CERTIFICATE OF INCORPORATION  
OF  
KNOWLEDGE COMPUTING CORPORATION

ARTICLE 1

The name of the corporation is Knowledge Computing Corporation.

ARTICLE 2

The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE 3

The nature of the business or purposes to be conducted or promoted 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.

ARTICLE 4

The total number of shares of stock which the corporation has authority to issue is one thousand (1,000) shares of Common Stock, with a par value of \$0.001 per share.

ARTICLE 5

The name and mailing address of the sole incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Shiho Inouye	c/o Kirkland & Ellis LLP 555 California Street, 27 <sup>th</sup> Floor San Francisco, CA 94104

ARTICLE 6

The corporation is to have perpetual existence.

ARTICLE 7

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized to make, alter or repeal the by-laws of the corporation.

#### ARTICLE 8

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws of the corporation may provide. The books of the corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation so provide.

#### ARTICLE 9

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE 9 shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

#### ARTICLE 10

The corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

#### ARTICLE 11

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.