

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/03/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Overwatch Systems of Virginia, Inc.		12/21/2009	CORPORATION: VIRGINIA
RECEIVING PARTY DATA			
Name:	Overwatch Systems, Ltd.		
Street Address:	5301 Southwest Parkway		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78735		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77429386	URBAN ANALYST	
CORRESPONDENCE DATA			
Fax Number:	(978)657-6913		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9786571188		
Email:	bhudson01@systems.textron.com		
Correspondent Name:	Benjamin Hudson Jr.		
Address Line 1:	201 Lowell Street		
Address Line 4:	Wilmington, MASSACHUSETTS 01887		
NAME OF SUBMITTER:	Benjamin Hudson Jr		
Signature:	/Benjamin Hudson Jr/		
Date:	01/19/2010		

CH \$40.00 77429386

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 AGREEMENT OF MERGER, WHICH MERGES:

"OVERWATCH SYSTEMS OF VIRGINIA, INC.", A VIRGINIA CORPORATION,

WITH AND INTO "OVERWATCH SYSTEMS, LTD." UNDER THE NAME OF "OVERWATCH SYSTEMS, LTD.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 11:16 O'CLOCK A.M.

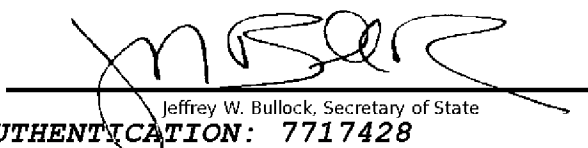
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRD DAY OF JANUARY, A.D. 2010, AT 12:01 O'CLOCK A.M.

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

3864970 8100M

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7717428

DATE: 12-22-09

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

TRADEMARK
REEL: 004132 FRAME: 0939

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated as of the 21st day of December, 2009, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between OVERWATCH SYSTEMS, LTD., a Delaware corporation (hereinafter sometimes referred to as the "surviving corporation"), and OVERWATCH SYSTEMS OF VIRGINIA, INC., a Virginia corporation (hereinafter sometimes referred to as the "merged corporation").

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: OVERWATCH SYSTEMS, LTD. hereby merges into itself OVERWATCH SYSTEMS OF VIRGINIA, INC., and said OVERWATCH SYSTEMS OF VIRGINIA, INC. shall be and hereby is merged into OVERWATCH SYSTEMS, LTD., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of OVERWATCH SYSTEMS, LTD., as heretofore amended and is in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The authorized capital stock of each corporation which is a party to the merger is as follows:

Corporation	Class	Number of Shares	Par value per share
Overwatch Systems, Ltd.	Common	1,000	\$0.01
Overwatch Systems of Virginia, Inc.	Common	10,000,000	\$0.01
	Preferred	10,000,000	\$0.01

FOURTH: ~~The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:~~

(a) Each share of the Common Stock of OVERWATCH SYSTEMS, LTD., which shall be issued and outstanding on the effective date of the merger, shall remain issued and outstanding. Upon the effective date of the merger, all of the outstanding shares of the Common Stock of OVERWATCH SYSTEMS OF VIRGINIA, INC. shall be canceled, all

rights therein shall cease, and no shares of OVERWATCH SYSTEMS, LTD. shall be issued in exchange therefor.

FIFTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective at 12:01 A.M. Eastern Standard Time on January 3, 2010.


(d) Upon the merger becoming effective, the separate existence of the merged corporation shall cease, and the surviving corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each of such corporations so merged; and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to any of said constituent corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the surviving corporation from such merger; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the several and respective constituent corporations, and the title to any real estate vested by deed or otherwise, in any of such constituent corporations, shall not revert or be in any way impaired by reason of such merger; but all rights of creditors and all liens upon any property of any of said constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent corporations shall thenceforth attach to said surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this Agreement filed with the Secretary of State becomes effective. This Agreement may be amended by the Board of Directors of its constituent corporations at any time prior to the time that this Agreement filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1)


alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the Vice President of each party hereto as the respective act, deed and agreement of said corporations as of the 21st day of December, 2009.

OVERWATCH SYSTEMS, LTD.

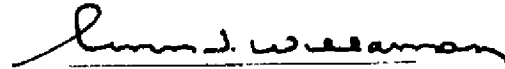
By: 
John J. Condon, Jr.
Vice President

OVERWATCH SYSTEMS OF VIRGINIA, INC.

By: 
John J. Condon, Jr.
Vice President

I, Ann T. Willaman, Assistant Secretary of OVERWATCH SYSTEMS, LTD., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of OVERWATCH SYSTEMS OF VIRGINIA, INC., a corporation of the Commonwealth of Virginia, was duly adopted pursuant to section 228 of the General Corporation Law of the State of Delaware by the unanimous written consent of the sole stockholder holding all of the issued and outstanding capital stock of the corporation having voting power, which Agreement of Merger was thereby adopted as the act of the stockholder of said OVERWATCH SYSTEMS, LTD. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 21st day of December, 2009.



Assistant Secretary

I, Ann T. Willaman, Assistant Secretary of OVERWATCH SYSTEMS OF VIRGINIA, INC., a corporation organized and existing under the laws of the Commonwealth of Virginia, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of OVERWATCH SYSTEMS, LTD., a corporation of the State of Delaware, was duly adopted pursuant to Title 13.1 of the Code of Virginia by the unanimous written consent of the sole stockholder holding all of the issued and outstanding capital stock of the corporation having voting power, which Agreement of Merger was thereby adopted as the act of the sole stockholder of said OVERWATCH SYSTEMS OF VIRGINIA, INC. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 21st day of December, 2009.


Assistant Secretary