

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/01/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AIRIQ MARINE, INC.		11/30/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	BOATRACS INC.		
Street Address:	9155 Brown Deer, Road, Suite 8		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92121		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2341173	BOATRACS	
Registration Number:	2408052	BOATRACS	
CORRESPONDENCE DATA			
Fax Number:	(858)630-4214		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	8584371557		
Email:	mwahlster@jurisventure.com		
Correspondent Name:	Michael Wahlster		
Address Line 1:	10601-G Tierra Santa Blvd, Suite 298		
Address Line 4:	San Diego, CALIFORNIA 92124		
NAME OF SUBMITTER:	Holly Hernandez		
Signature:	/Holly Hernandez/		
Date:	04/02/2010		

TRADEMARK

900158788

REEL: 004179 FRAME: 0584

OP \$65.00 2341173

Total Attachments: 11

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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 OWNERSHIP, WHICH MERGES:

"AIRIQ MARINE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "BOATRACS INC." UNDER THE NAME OF "BOATRACS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF DECEMBER, A.D. 2009, AT 9:15 O'CLOCK A.M.

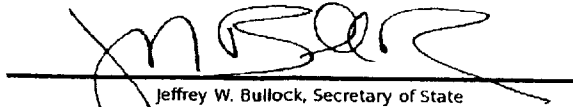
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4754164 8100M

091055397

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7670996

DATE: 12-02-09

TRADEMARK
REEL: 004179 FRAME: 0586

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

AIRIQ MARINE, INC.
(a Delaware corporation)

INTO

BOATRACS INC.
(a Delaware corporation)

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

Boatracs Inc., a Delaware corporation hereby certifies that:

FIRST: The names of the constituent corporations to be merged are Boatracs Inc., a Delaware corporation ("Parent") and AirIQ Marine, Inc., a Delaware corporation ("Subsidiary"). Parent owns all of the issued and outstanding stock of Subsidiary.

SECOND: The name of the surviving corporation is Boatracs Inc. (the "Surviving Corporation").

THIRD: The Certificate of Incorporation of the Parent immediately prior to the effective filing date of the merger shall be the Certificate of Incorporation of the Surviving Corporation immediately following the effective filing date of the merger without any amendments.

FOURTH: Parent, by the following resolutions of its board of directors, duly adopted and approved, on November 30, 2009, the merger of Subsidiary into Parent:

RESOLVED, that the plan of merger (the "Plan of Merger") merging AirIQ Marine, Inc. ("Subsidiary") into Boatracs Inc. ("Parent"), as required under the laws of the State of Delaware, authorizing the merger of Subsidiary into Parent be, and it hereby is, authorized, adopted and approved in all respects; and be it further

RESOLVED, that effective upon the appropriate filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Date"), Subsidiary shall be merged into Parent and the separate corporate existence of Subsidiary shall thereupon cease (the "Merger"); and be it further

RESOLVED, that Parent shall succeed to and assume all of the liabilities and obligations of Subsidiary; and be it further

RESOLVED, that the terms and conditions of the Merger are as follows: upon the Effective Date, all stock of Subsidiary then issued and outstanding shall be cancelled; and be it further


RESOLVED, that any officer of Parent be, and each such officer acting alone hereby is, authorized and directed, for and on behalf of Parent to (i) execute, acknowledge and file with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger under Section 253 of the General Corporation Law of the State of Delaware; (ii) execute the Plan of Merger; and (iii) execute any other documents or instruments and take all such other action which they shall deem necessary in connection with the Merger; and be it further

RESOLVED, that each agreement, certificate, plan, instrument and other writing mentioned in the foregoing resolutions is to be in such form and of such content as any officer of Parent may approve, such approval to be conclusively evidenced by such officer's execution of such agreement, certificate, plan, instrument or other writing.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Parent has caused its duly authorized officer to execute this
Certificate of Ownership and Merger this 30th day of November, 2009

BOATRACS INC.

By: 
Vernon Lobo, President

BOATRACS INC.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The undersigned, being all the directors of BOATRACS INC., a Delaware corporation (the "Corporation"), do hereby consent that a special meeting of the Board of Directors (the "Board") of the Corporation be dispensed with, for the purposes hereof, and do hereby take the following actions by written consent, as of November 30, 2009, pursuant to the provisions of Section 141(f) of the General Corporation Law of the State of Delaware:

Adoption of the following preambles and resolutions:

Approval of Merger **RESOLVED**, that the plan of merger (the "Plan of Merger") merging the Corporation's subsidiary, AirIQ Marine, Inc., a Delaware corporation (the "Subsidiary") into the Corporation, as required under the laws of the State of Delaware, authorizing the merger of Subsidiary into the Corporation be, and it hereby is, authorized, adopted and approved in all respects; and be it further

RESOLVED, that effective upon the appropriate filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Date"), Subsidiary shall be merged into the Corporation and the separate corporate existence of Subsidiary shall thereupon cease (the "Merger"); and be it further

RESOLVED, that the Corporation shall succeed to and assume all of the liabilities and obligations of Subsidiary; and be it further

RESOLVED, that the terms and conditions of the Merger are as follows: upon the Effective Date, all stock of Subsidiary then issued and outstanding shall be cancelled; and be it further

RESOLVED, that any officer of Parent be, and each such officer acting alone hereby is, authorized and directed, for and on behalf of Parent to (i) execute, acknowledge and file with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger under Section 253 of the General Corporation Law of the State of Delaware; (ii) execute the Plan of Merger; and (iii) execute any other documents or instruments and take all such other action which they shall deem necessary in connection with the Merger; and be it further.

RESOLVED, that each agreement, certificate, plan, instrument and other writing mentioned in the foregoing resolutions is to be in such form and of such content as any officer of Parent may approve, such approval to be conclusively evidenced by such officer's execution of such agreement, certificate, plan, instrument or other writing.

General Authority to
Effectuate
Resolutions

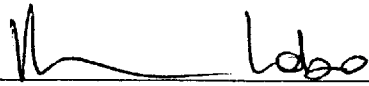
RESOLVED, that each officer of the Corporation be, and hereby is, authorized to do or cause to be done, in the name and on behalf of the Corporation, any and all such acts and things and to execute, deliver and file, in the name and on behalf of the Corporation, any and all such agreements and other documents, as any such officer may deem necessary, advisable or appropriate to effectuate the foregoing resolutions.

Signatures


RESOLVED, that this action may be executed (i) in one or more counterparts, each of which is deemed an original and all of which taken together constitute one and the same instrument and (ii) by a director using a facsimile or electronic signature, in which case the other directors and the Corporation are entitled to rely on such facsimile signature as conclusive evidence that this action has been duly executed by such director.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Action by Board of Directors Without a Meeting was executed as of the date first above written.




Vernon Lobo



Ronald Farmer

State of Delaware

Annual Franchise Tax Report

<small>CORPORATION NAME</small>				<small>SCCTCRJ</small>
AIRIQ MARINE, INC.				<small>TAX YR.</small> 2009
<small>FILE NUMBER</small>	<small>INCORPORATION DATE</small>	<small>RENEWAL/REVOCATION DATE</small>	<small>PHONE NUMBER</small>	
3862667	2004/10/07			
<small>PRINCIPAL PLACE OF BUSINESS STREET/CITY/STATE/ZIP</small>				
65 Front St. East, Ste. 200, Toronto, Ontario M5E 1B5 Canada				
<small>REGISTERED AGENT</small>				
THE CORPORATION TRUST COMPANY				9000010
CORPORATION TRUST CENTER				
1209 ORANGE STREET				
WILMINGTON		DE 19801		
<small>AUTHORIZED STOCK</small>	<small>END DATE</small>	<small>DESIGNATION/ STOCK CLASS</small>	<small>NO. OF SHARES</small>	<small>PAR VALUE/ SHARE</small>
<small>BEGIN DATE</small>				
2004/10/07		COMMON	1,000	.000100
<small>OFFICER</small>	<small>NAME</small>	<small>STREET/CITY/STATE/ZIP</small>		
	President and Treasurer, Vernon Lobo, 65 Front St. East, Ste. 200, Toronto, Ontario M5E 1B5 Canada			
	Vice President and Secretary, Ronald Farmer, 65 Front St. East, Ste. 200, Toronto, Ontario M5E 1B5 Canada			
<small>DIRECTORS</small>	<small>NAME</small>	<small>STREET/CITY/STATE/ZIP</small>		
	Vernon Lobo, 65 Front St. East, Ste. 200, Toronto, Ontario M5E 1B5 Canada			
	Ronald Farmer, 65 Front St. East, Ste. 200, Toronto, Ontario M5E 1B5 Canada			
Total number of directors: 2				
<p><i>NOTICE: Pursuant to 8 Del. C. 502(b), If any officer or director of a corporation required to make an annual franchise tax report to the Secretary of State shall knowingly make any false statement in the report, such officer or director shall be guilty of perjury.</i></p> <p>Authorized by (officer, director or incorporator) (street, city, state, postal code(zip) and country)</p> <div style="display: flex; justify-content: space-around; align-items: center;">  </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> Signature (X) date 11/ /09 title President </div>				

State of Delaware

Annual Franchise Tax Report

SCCTCRJ	
CORPORATION NAME	
AIRIQ MARINE, INC.	
FILE NUMBER	FEDERAL EMPLOYER ID NO.
3862667	20-1732416
ASSETS FOR REGULATED INVESTMENT CORPS	
JAN. 1st.	DEC. 31st.
Date(s) of Inactivity From To	
TOTAL NUMBER OF SHARES ISSUED	TOTAL GROSS ASSETS
ASSET DATE	
Franchise Tax	Penalty
75.00	0.00
1.5% Monthly Interest	Annual Filing Fee
0.00	50.00
Prepaid Qrty. Payments	Prev Credit or Balance
0.00	0.00
Amount Due	Amount Paid
125.00	Check Number