

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/27/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CyberDefender Corporation		05/27/2010	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	CyberDefender Corporation
Street Address:	617 W. 7th Street
Internal Address:	10th Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90017
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	85078347	USTECHSUPPORT
Serial Number:	85078336	SUPPORTGENIE
Serial Number:	78717693	CYBERDEFENDER
Serial Number:	77961498	MYCLEANPC
Serial Number:	77932889	CYBERDEFENDER X-RAY
Serial Number:	77831517	DOUBLEMYSPEED

CORRESPONDENCE DATA

Fax Number: (310)208-1154
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3102081182
 Email: vfu@richardsonpatel.com
 Correspondent Name: Victor Fu, Richardson & Patel LLP
 Address Line 1: 10900 Wilshire Blvd.

OP \$165.00 85078347

900173673

**TRADEMARK
 REEL: 004294 FRAME: 0268**

Address Line 2: Suite 500
Address Line 4: Los Angeles, CALIFORNIA 90024

ATTORNEY DOCKET NUMBER:	CYBERD - RECORD MERGER
NAME OF SUBMITTER:	Victor T. Fu
Signature:	/Victor T. Fu/
Date:	10/11/2010

Total Attachments: 14

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State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 13 page(s) is a full, true and correct copy of the original record in the custody of this office.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 28 2010



Debra Bowen

DEBRA BOWEN
Secretary of State

D1023390

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

**STATE OF CALIFORNIA
CERTIFICATE OF OWNERSHIP**

MAY 27 2010

(Pursuant to Section 1110 of the California Corporations Code)

MERGING

CyberDefender Corporation, a California corporation

INTO

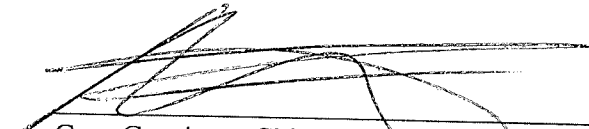
CyberDefender Corporation, a Delaware corporation.

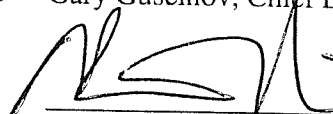
Gary Guseinov and Kevin Harris do hereby certify:

1. They are the Chief Executive Officer and Secretary, respectively, of CyberDefender Corporation, a California corporation ("CyberDefender California").
2. CyberDefender California owns 100% of the outstanding shares of capital stock of CyberDefender Corporation, a Delaware corporation ("CyberDefender Delaware").
3. The Board of Directors of CyberDefender California, by unanimous written consent, dated April 8, 2010, and the shareholders of CyberDefender California, by a vote that equaled or exceeded the vote required, approved the Agreement and Plan of Merger, by and between CyberDefender California and CyberDefender Delaware, in the form attached to this certificate as Exhibit A (the "Plan of Merger"). The Plan of Merger is incorporated by reference as if fully set forth in this certificate.
4. The Board of Directors of CyberDefender Delaware, by unanimous written consent, dated May 19, 2010, approved the Plan of Merger.
5. A Certificate of Ownership and Merger with respect to the merger of CyberDefender California into CyberDefender Delaware was filed with the Secretary of State of the State of Delaware on May 25, 2010 and is attached to this certificate as Exhibit B and incorporated by reference as if fully set forth in this certificate.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Ownership as of the 27th day of May, 2010.


Gary Guseinov, Chief Executive Officer


Kevin Harris, Secretary

TRADEMARK

REEL: 004294 FRAME: 0271

EXHIBIT A

AGREEMENT AND PLAN OF MERGER OF CYBERDEFENDER CORPORATION, A DELAWARE CORPORATION AND CYBERDEFENDER CORPORATION, A CALIFORNIA CORPORATION

This Agreement and Plan of Merger dated as of May 25, 2010 (the "Agreement") is entered into by and between CyberDefender Corporation, a California corporation ("CyberDefender California"), and its wholly-owned subsidiary, CyberDefender Corporation, a Delaware corporation ("CyberDefender Delaware"). CyberDefender Delaware and CyberDefender California are sometimes referred to in this Agreement as the "Constituent Corporations."

RECITALS

A. CyberDefender Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 110,000,000 shares, 100,000,000 of which are designated "Common Stock," \$0.001 par value, and 10,000,000 of which are designated "Preferred Stock," \$0.001 par value. As of the date of this Agreement, 100 shares of CyberDefender Delaware Common Stock were issued and outstanding, all of which are held by CyberDefender California, and no shares of Preferred Stock were issued and outstanding.

B. CyberDefender California is a corporation duly organized and existing under the laws of the State of California and has an authorized capital of 50,000,000 shares of Common Stock, no par value. As of May 25, 2010, 25,845,375 shares of CyberDefender California Common Stock were issued and outstanding.

C. The Board of Directors of CyberDefender California has determined that, for the purpose of effecting the reincorporation of CyberDefender California in the State of Delaware, it is advisable and in the best interests of CyberDefender California and its shareholders that CyberDefender California merge with and into CyberDefender Delaware upon the terms and conditions provided in this Agreement.

D. The respective Boards of Directors of CyberDefender Delaware and CyberDefender California have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective stockholder(s) and, if approved by such stockholder(s), executed by officers of their respective corporations.

AGREEMENT

In consideration of the mutual agreements and covenants set forth herein, CyberDefender Delaware and CyberDefender California hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

Section 1. *Merger.* In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the California General Corporation Law, CyberDefender California shall be merged with and into CyberDefender Delaware (the "Merger"), the separate existence of CyberDefender California shall cease and CyberDefender Delaware shall be, and is sometimes referred to below as, the "Surviving Corporation," and the name of the Surviving Corporation shall be "CyberDefender Corporation".

Section 2. *Closing.* The closing of this Agreement shall take place at 617 W. 7th Street, Suite 1000, Los Angeles, CA 90017, as soon as practicable following the satisfaction of all conditions to closing set forth in Section 3 of this Agreement (the "Closing").

Section 3. *Conditions to Closing.* The obligations hereunder of both parties to enter into this Agreement are subject to their satisfaction, at or before the Closing, of each of the conditions set forth below:

3.1 *Adoption and Approval by Stockholders.* Adoption and approval of this Agreement and the Merger by the stockholder(s) of each Constituent Corporation in accordance with the applicable requirements of the Delaware General Corporation Law and the California General Corporation Law; and

3.2 *Satisfaction of Conditions Precedent.* The satisfaction or waiver of all of the conditions precedent to the consummation of the Merger as specified in this Agreement.

Section 4. *Filing and Effectiveness.* Upon the satisfaction of all conditions to Closing set forth in Section 3 above, the parties shall file, and the Merger shall become effective upon completion of the filing, with the Secretary of State of Delaware of an executed Certificate of Ownership and Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law. The date and time when the Merger becomes effective is referred to in this Agreement as the "Effective Time of the Merger."

Section 5. *Effect of the Merger.* Upon the Effective Time of the Merger, the separate existence of CyberDefender California shall cease and CyberDefender Delaware, as the Surviving Corporation, (a) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Time of the Merger, (b) shall be subject to all actions previously taken by its and CyberDefender California's Board of Directors, (c) shall succeed, without other transfer, to all of the assets, rights, powers and property of CyberDefender California in the manner more fully set forth in Section 259 of the Delaware General Corporation Law, (d) shall continue to be subject to all of the debts, liabilities and obligations of CyberDefender Delaware as constituted immediately prior to the Effective Time of the Merger and (e) shall succeed, without other transfer, to all of the debts, liabilities and obligations of CyberDefender California in the same manner as if CyberDefender Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the California General Corporation Law.

Section 6. *Charter Documents, Directors and Officers.*

6.1 *Certificate of Incorporation.* The Certificate of Incorporation of CyberDefender Delaware as in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

6.2 *Bylaws.* The Bylaws of CyberDefender Delaware as in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

6.3 *Directors and Officers.* The directors and officers of CyberDefender Delaware immediately prior to the Effective Time of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

Section 7. *Manner of Conversion of Stock.*

7.1 *CyberDefender California Common Stock.* Upon the Effective Time of the Merger, each one share of CyberDefender California Common Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such share or any other

person, be converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$0.001 par value, of the Surviving Corporation.

7.2 CyberDefender California Options, Stock Purchase Rights and Convertible Securities.

(a) Upon the Effective Time of the Merger, the Surviving Corporation shall assume and continue any and all stock option, stock incentive, employee benefit and other equity-based award plans heretofore adopted by CyberDefender California (the "Plans"). Each outstanding and unexercised option, warrant, other right to purchase, or security convertible into, CyberDefender California Common Stock (a "Right") shall become, subject to the provisions in paragraph (c) hereof, an option, right to purchase, or a security convertible into the Surviving Corporation's Common Stock, respectively, on the basis of one share of the Surviving Corporation's Common Stock, as the case may be, for each one share of CyberDefender California Common Stock, issuable pursuant to any such Right, on the same terms and conditions and at an exercise price equal to the exercise price applicable to any such CyberDefender California Right at the Effective Time of the Merger. This paragraph 7.2(a) shall not apply to CyberDefender California Common Stock. Such Common Stock is subject to paragraph 7.1 hereof.

(b) A number of shares of the Surviving Corporation's Common Stock shall be reserved for issuance upon the exercise or conversion of Rights equal to the number of shares of CyberDefender California Common Stock so reserved immediately prior to the Effective Time of the Merger.

(c) The assumed Rights shall not entitle any holder thereof to a fractional share upon exercise or conversion. In lieu thereof, any fractional share interests to which a holder of an assumed Right would otherwise be entitled upon exercise or conversion shall be aggregated (but only with other similar Rights which have the same per share terms). To the extent that after such aggregation, the holder would still be entitled to a fractional share with respect thereto upon exercise or conversion, the holder shall be entitled upon the exercise or conversion of all such assumed Rights pursuant to their terms (as modified herein), to one full share of Common Stock in lieu of such fractional share. With respect to each class of such similar Rights, no holder will be entitled to more than one full share in lieu of a fractional share upon exercise or conversion. In addition, no "additional benefits" (within the meaning of Section 424(a)(2) of the Internal Revenue Code of 1986, as amended) shall be accorded to the optionees pursuant to the assumption of their options.

7.3 CyberDefender Delaware Common Stock. Upon the Effective Time of the Merger, each share of Common Stock, \$0.001 par value, of CyberDefender Delaware issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by CyberDefender Delaware, CyberDefender California or any other person, be canceled and returned to the status of authorized but unissued shares.

7.4 Exchange of Certificates. After the Effective Time of the Merger, each holder of an outstanding certificate representing CyberDefender California Common Stock may, at such holder's option, surrender the same for cancellation to Continental Stock Transfer & Trust Company as exchange agent (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock into which the surrendered shares were converted as provided herein. Until so surrendered, each outstanding certificate theretofore representing shares of CyberDefender California capital stock shall be deemed for all purposes to represent the number of whole shares of the appropriate class and series of the Surviving Corporation's capital stock into which such shares of CyberDefender California capital stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions

upon the shares of capital stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing capital stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of CyberDefender California so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of the Surviving Corporation's stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of the issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of the Surviving Corporation that such tax has been paid or is not payable.

Section 8. *General.*

8.1 *Covenants of CyberDefender Delaware.* CyberDefender Delaware covenants and agrees that it will, at or before the Effective Time of the Merger:

(a) Qualify to do business as a foreign corporation in the State of California and irrevocably appoint an agent for service of process as required under the provisions of Section 2105 of the California General Corporation Law.

(b) File any and all documents with the California Franchise Tax Board necessary for the assumption by CyberDefender Delaware of all of the franchise tax liabilities of CyberDefender California; and

(c) Take such other actions as may be required by the California General Corporation Law.

8.2 *Further Assurances.* From time to time, as and when required by CyberDefender Delaware or by its successors or assigns, there shall be executed and delivered on behalf of CyberDefender California such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by CyberDefender Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of CyberDefender California and otherwise to carry out the purposes of this Agreement, and the officers and directors of CyberDefender Delaware are fully authorized in the name and on behalf of CyberDefender California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

8.3 *Abandonment.* At any time before the Effective Time of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either CyberDefender California or CyberDefender Delaware, or both, notwithstanding the approval of this Agreement by the shareholders of CyberDefender California or by the sole stockholder of CyberDefender Delaware, or by both.

8.4 *Amendment.* The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (a) 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, (b) alter or change any term of the

Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class of shares or series of capital stock of such Constituent Corporation.

8.5 *Registered Office.* The registered office of the Surviving Corporation in the State of Delaware is located at 1811 Silverside Road, City of Wilmington, New Castle County, State of Delaware 19810-4345. The name of its registered agent at such address is VCorp Services, LLC.

8.6 *Agreement.* Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 617 W. 7th Street, Suite 1000, Los Angeles, CA 90017 and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

8.7 *Governing Law.* This Agreement and all acts and transactions pursuant hereto and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the State of Delaware, without giving effect to principles of conflicts of law.

8.8 *Counterparts.* This Agreement may be executed in counterparts, each of which shall be deemed an original and both of which together shall constitute one instrument.

[SIGNATURES FOLLOW]

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound hereby, have caused this Agreement to be executed as of this day and year first above written.

CYBERDEFENDER CORPORATION, a
California corporation

By: 

Name: Gary Guseinov

Title: Chief Executive Officer

ATTEST:

By: 

Kevin Harris, Secretary

CYBERDEFENDER CORPORATION, a
Delaware corporation

By: 

Name: Gary Guseinov

Title: Chief Executive Officer

ATTEST:

By: 

Kevin Harris, Secretary

EXHIBIT B

**CERTIFICATE OF OWNERSHIP AND MERGER
(AS FILED IN THE STATE OF DELAWARE)**

TRADEMARK

REEL: 004294 FRAME: 0278

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:

"CYBERDEFENDER CORPORATION", A CALIFORNIA CORPORATION,
WITH AND INTO "CYBERDEFENDER CORPORATION" UNDER THE NAME OF
"CYBERDEFENDER CORPORATION", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF MAY, A.D. 2010,
AT 10:40 O'CLOCK A.M.

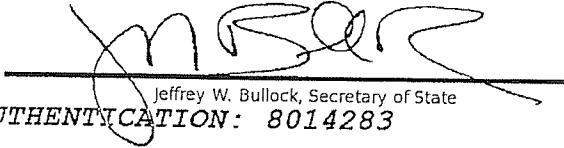
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
KENT COUNTY RECORDER OF DEEDS.



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100563462

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8014283

DATE: 05-25-10

TRADEMARK
REEL: 004294 FRAME: 0279

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
AND MERGER

(Under Section 253 of the General Corporation Law of the State of Delaware)

MERGING

CyberDefender Corporation, a California corporation

INTO

CyberDefender Corporation, a Delaware corporation.

CyberDefender Corporation, a California corporation ("CyberDefender California"), does hereby certify:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of California on August 29, 2003.

SECOND: That it owns 100% of the outstanding shares of the capital stock of CyberDefender Corporation, a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware ("CyberDefender Delaware") on May 19, 2010.

THIRD: That its Board of Directors by unanimous written consent in lieu of a meeting, dated April 8, 2010, determined to merge CyberDefender California into CyberDefender Delaware, and did adopt the resolutions attached to this Certificate as Exhibit A.

FOURTH: That this merger has been adopted, approved, certified, executed and acknowledged by CyberDefender California in accordance with the laws of California.

IN WITNESS WHEREOF, CyberDefender California has caused this Certificate to be signed by an authorized officer on May 25, 2010.

By: /s/ Gary Guseinov
Authorized Officer

Name: Gary Guseinov

Title: Chief Executive Officer

EXHIBIT A

RESOLUTIONS OF THE
BOARD OF DIRECTORS
OF
CYBERDEFENDER CORPORATION,
a California Corporation
(the "Company")

Adopted April 8, 2010

REINCORPORATION OF THE COMPANY INTO DELAWARE

WHEREAS, the Board has determined that it is in the best interests of the Company and its shareholders to reincorporate the Company in the State of Delaware (the "Reincorporation");

WHEREAS, the Reincorporation will be effectuated by the formation of a wholly-owned subsidiary of the Company by the name of "CyberDefender Corporation", a Delaware corporation (the "Delaware Corporation"), and the merger of the Company with and into the Delaware Corporation, with the Delaware Corporation as the surviving corporation (the "Merger");

WHEREAS, there has been presented to the Board drafts of an Agreement and Plan of Merger (the "Agreement") in the form to be attached as an exhibit to the preliminary Proxy Statement filed with the SEC on April 9, 2010, providing for (i) the Merger, (ii) the conversion and exchange of each share of the Company's Common Stock issued and outstanding prior to the Merger into one share of Common Stock, \$0.001 par value per share, of the Delaware Corporation, (iii) the conversion and exchange of each outstanding and unexercised option, warrant, or other right to purchase the Company's Common Stock into an option, warrant, or other right to purchase the Delaware Corporation's stock on the basis of one share of the Delaware Corporation's Common Stock for each share of the Company's Common Stock issuable pursuant to any such option, warrant, or other stock purchase right, (iv) the officers and directors of the Delaware Corporation immediately following the Merger being the officers and directors of the Company immediately preceding the Merger, and (v) the name of the surviving corporation immediately following the Merger being "CyberDefender Corporation", a Delaware corporation; and

WHEREAS, the Board has reviewed the Agreement and determined that it is in the best interests of the Company to merge with and into the Delaware Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the officers of the Company are authorized and directed to form a subsidiary corporation in Delaware under the name "CyberDefender Corporation", a Delaware corporation for the purpose of reincorporating the Company in the state of Delaware and to take such further action as is necessary to effect the Reincorporation;

RESOLVED FURTHER, that the Board hereby approves the Agreement;

RESOLVED FURTHER, that the officers of the Company are authorized and directed to solicit the consent of the shareholders of the Company to approve the Merger and are authorized and directed to include in the Proxy Statement a proposal regarding the approval of the Agreement, Merger and Reincorporation;

RESOLVED FURTHER, that the officers of the Company shall execute all such certificates and make all such filings (including the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware) as any officer taking such action deems necessary or appropriate to effectuate the purposes of foregoing resolutions; and

RESOLVED FURTHER, that the Board hereby authorizes and directs that the appropriate officers of the Company execute the Agreement on behalf of the Company in substantially the form presented to the Board, with such changes as may be determined by such officers, such determination to be conclusively evidenced by the execution thereof by any such officers, and the Secretary of the Company be and he hereby is authorized to attest such execution and to execute the Agreement together with such officers.

IMPLEMENTATION OF REINCORPORATION

RESOLVED, that the officers of the Company be and they hereby are authorized, directed and empowered to execute any agreements that they determine to be necessary to effect the assumption by the Delaware Corporation of the responsibilities and liabilities of the Company under each contract or agreement to which the Company is a party at the effective date of the Merger;

RESOLVED FURTHER, that any and all actions heretofore or hereafter taken by the officers or directors of the Company in connection with the Reincorporation within the terms of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Company; and

RESOLVED FURTHER, that each of the officers and directors of the Company is hereby authorized and directed to execute and deliver any and all documents and to take such other action as such officer or director deems necessary, advisable, or appropriate to carry out the purposes and intent, but within the limitations, of the foregoing resolutions.

