

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/21/2006		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	InterMetro Communications, Inc.		07/21/2006
			Entity Type
			CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	InterMetro Communications, Inc.		
Street Address:	2685 Park Center Drive, Bldg A		
City:	Simi Valley		
State/Country:	CALIFORNIA		
Postal Code:	93065		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2892209	TALK IS CHEAP
CORRESPONDENCE DATA			
Fax Number:	(206)340-9599		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	206-340-9619		
Email:	ip@grahamdunn.com		
Correspondent Name:	Robert C. Cumbow - Graham & Dunn PC		
Address Line 1:	2801 Alaskan Way, Suite 300 - Pier 70		
Address Line 4:	Seattle, WASHINGTON 98121-1128		
ATTORNEY DOCKET NUMBER:	M42610-IMC-TALK IS CHEAP		
NAME OF SUBMITTER:	Robert C. Cumbow		
Signature:	/rcc/		

OP \$40.00 2892209

900174976

**TRADEMARK
 REEL: 004304 FRAME: 0436**

Date:

10/26/2010

Total Attachments: 5

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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:

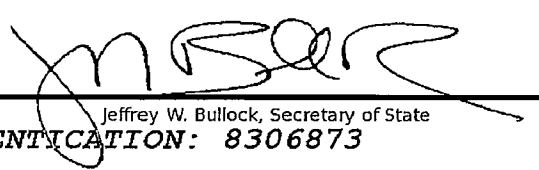
"INTERMETRO COMMUNICATIONS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "INTERMETRO COMMUNICATIONS, INC." UNDER THE NAME OF "INTERMETRO COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JULY, A.D. 2006, AT 6:39 O'CLOCK P.M.

4156292 8100M

101022225

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8306873

DATE: 10-22-10

TRADEMARK
REEL: 004304 FRAME: 0438

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

INTERMETRO COMMUNICATIONS, INC.,
a California corporation

WITH AND INTO

INTERMETRO COMMUNICATIONS, INC.,
a Delaware corporation

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned corporation does hereby certify as follows:

- FIRST:** The name and state of incorporation of each of the constituent corporations is: InterMetro Communications, Inc., a California corporation (the "Disappearing Corporation"), and InterMetro Communications, Inc., a Delaware corporation (the "Surviving Corporation").
- SECOND:** The Disappearing Corporation owns all of the issued and outstanding shares of each class of capital stock of the Surviving Corporation.
- THIRD:** The Board of Directors (the "Board") of the Disappearing Corporation has authorized the merger of the Disappearing Corporation with and into the Surviving Corporation as evidenced by resolutions of the Board adopted on May 11, 2006 and June 23, 2006 which set forth the following plan of merger, including the pro rata issuance of stock of the Surviving Corporation to holders of stock of the Disappearing Corporation ("Plan of Merger"):
1. The Disappearing Corporation will merge with and into the Surviving Corporation and the separate existence of the Disappearing Corporation will cease. The Surviving Corporation's Certificate of Incorporation will not be affected by the Merger and from and after the effectiveness of the Merger, the directors and officers of the Surviving Corporation will continue to be the directors and officers of the Surviving Corporation.
 2. Upon the effectiveness of the Merger, the Surviving Corporation will be registered, and qualified to do business, in the State of California.
 3. Subject to all the restrictions and duties of the Disappearing Corporation and any requirements of law, upon the effectiveness of the Merger, the Disappearing Corporation's property, rights, privileges, powers and

franchises, and all debts due to the Disappearing Corporation and each and every other interest of the Disappearing Corporation shall be vested in and devolved upon the Surviving Corporation without further act or deed.

4. Upon the effectiveness of the Merger, all the rights of creditors and all liens upon any property of the Disappearing Corporation will be preserved unimpaired, and all debts, liabilities and duties of the Disappearing Corporation shall be assumed by, and attach to, the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

5. Upon the effectiveness of the Merger, (1) each holder of one or more shares of Common Stock, no par value, of the Disappearing Corporation ("Disappearing Corporation Common Stock") will receive one share of Common Stock, \$0.001 par value, of the Surviving Corporation ("Surviving Corporation Common Stock") in exchange for each 8.5 shares of Disappearing Corporation Common Stock then currently held by such holder, rounded up or down to the nearest whole share, (2) each holder of one or more shares of Series A Preferred Stock, no par value, of the Disappearing Corporation ("Disappearing Corporation Series A Preferred Stock") will receive one (1) share of Series A Preferred Stock, \$0.001 par value, of the Surviving Corporation in exchange for each 4.25 shares of Disappearing Corporation Series A Preferred Stock then currently held by such holder, rounded up or down to the nearest whole share, (3) each holder of one or more shares of Series A-1 Preferred Stock, no par value, of the Disappearing Corporation ("Disappearing Corporation Series A-1 Preferred Stock") will receive one (1) share of Series A-1 Preferred Stock, \$0.001 par value, of the Corporation in exchange for each 4.25 shares of Disappearing Corporation Series A-1 Preferred Stock then currently held by such holder, rounded up or down to the nearest whole share, and (4) each holder of one or more shares of Series B Preferred Stock, no par value, of the Disappearing Corporation ("Disappearing Corporation Series B Preferred Stock") will receive one (1) share of Series B Preferred Stock, \$0.001 par value, of the Surviving Corporation in exchange for each 8.5 shares of Disappearing Corporation Series B Preferred Stock then currently held by such holder, rounded up or down to the nearest whole share. Pursuant to the foregoing, on the effective date of the Merger, all issued and outstanding shares of the capital stock of the Disappearing Corporation, by virtue of the Merger and without any action on the part of any holder thereof, will no longer be outstanding and shall at such time be cancelled and retired and shall cease at such time to exist.

6. Upon the effectiveness of the Merger, each outstanding share of capital stock of the Surviving Corporation outstanding immediately prior to the

Merger will no longer be outstanding and will at such time be cancelled and retired and will cease to exist without payment of any consideration therefor.

7. Each option to acquire 8.5 shares of Disappearing Corporation Common Stock that is outstanding immediately prior to the effectiveness of the Merger will be converted into an option to acquire one (1) share of Surviving Corporation Common Stock.

8. Each warrant to acquire 8.5 shares of Disappearing Corporation Common Stock that is outstanding immediately prior to the effectiveness of the Merger will be converted into a warrant to acquire one (1) share of Surviving Corporation Common Stock.

FOURTH: As required by Section 253(a) of the DGCL, the merger as described in the Plan of Merger has been adopted, approved, certified, executed and acknowledged by the Disappearing Corporation in accordance with the laws of the State of California.


FIFTH: The Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

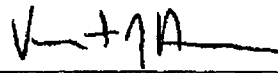
[Signature Page Follows]

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

Dated: July 21, 2006

INTERMETRO COMMUNICATIONS, INC.,
a California corporation

By: 
Name: Charles Rice
Title: President

By: 
Name: Vincent Arena
Title: Chief Financial Officer