

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/30/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Traq Wireless, Inc.		07/30/2010
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Tangoe, Inc.		
Street Address:	35 Executive Boulevard		
City:	Orange		
State/Country:	CONNECTICUT		
Postal Code:	06477		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2859204	TRAQ-WIRELESS
CORRESPONDENCE DATA			
Fax Number:	(860)251-5312		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	860-251-5703		
Email:	trademarks@goodwin.com		
Correspondent Name:	Barb Villandry, Paralegal		
Address Line 1:	Shipman & Goodwin LLP		
Address Line 2:	One Constitution Plaza		
Address Line 4:	Hartford, CONNECTICUT 06103-1919		
ATTORNEY DOCKET NUMBER:	63930-02		
NAME OF SUBMITTER:	Barb Villandry, Paralegal		
Signature:	/Barb Villandry/		

OP \$40.00 2859204

Date:

12/21/2010

Total Attachments: 4

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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:

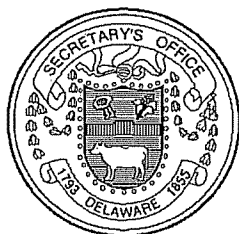
"TRAQ WIRELESS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "TANGOE, INC." UNDER THE NAME OF "TANGOE,
INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF
THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE
THIRTIETH DAY OF JULY, A.D. 2010, AT 11:13 O'CLOCK A.M.


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

3174109 8100M

100787733

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8146161

DATE: 08-02-10

TRADEMARK
REEL: 004438 FRAME: 0076

CERTIFICATE OF OWNERSHIP AND MERGER

merging

TRAQ WIRELESS, INC.

into

TANGOE, INC.

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law, the following Certificate of Ownership and Merger is executed on the date hereinafter set forth.

TANGOE, INC., a corporation organized and existing under the laws of the State of Delaware ("Tangoe"),

DOES HEREBY CERTIFY:

FIRST: That Tangoe was organized pursuant to the provisions of the General Corporation Law of the State of Delaware, on February 9, 2000.

SECOND: That Tangoe owns 100% of the outstanding shares of the capital stock of Traq Wireless, Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware on April 27, 1999 under the name Everyphone, Inc..

THIRD: That the Board of Directors of Tangoe, at a meeting duly called and held on March 10, 2010, at which a quorum was present and acting throughout, determined to merge its subsidiary, Traq Wireless, Inc., with and into Tangoe, and did adopt the following resolutions:

RESOLVED, that the Board of Directors deems it to be advisable and in the best interests of Tangoe and its stockholders to merge its wholly-owned subsidiary, Traq Wireless, Inc., a Delaware corporation ("Traq"), with and into Tangoe, with Tangoe as the surviving corporation in the merger (the "Merger"); and further

RESOLVED, that as a result of the Merger and effective as of the time of filing a Certificate of Ownership and Merger with the Delaware Secretary of State (the "Effective Date"): (a) Tangoe shall assume and possess all of the rights, privileges, immunities and powers of Traq, and shall be subject to all of the restrictions, obligations and liabilities of Traq; and (b) all of the shares of the Common Stock of Traq which are issued and outstanding immediately prior to the Merger and held by Tangoe as the sole stockholder of Traq, shall not be converted or exchanged in any manner, but said shares shall, effective upon the Effective Date, be surrendered and cancelled; and further

RESOLVED, that any officer of Tangoe, and each of them acting individually, is hereby authorized and empowered, in the name and on behalf of Tangoe, to execute and file a Certificate of Ownership and Merger in the State of Delaware, and such other certificates or documents as may be necessary or desirable to effectuate the Merger, with such changes therein as the executing officer(s) may approve, his, her or their execution thereof to be conclusive evidence of such approval; and further

RESOLVED, that any officer of Tangoe be, and each of them hereby is, authorized to do and perform all such acts and things, and to execute and deliver all such documents, certificates, conveyances, transfers, instruments, agreements and assurances, and to make payments of all fees and expenses, and to take or cause to be taken all such additional actions, as in such officer's judgment may be necessary, incident or proper to effectuate the Merger, and to evidence the termination of Traq's existence effective upon the Effective Date; and further

RESOLVED, that the officers of Tangoe be, and each of them hereby is, authorized, empowered and directed to take or cause to be taken any and all such actions as they or any of them in their discretion shall deem necessary or appropriate to carry out the intent of the foregoing resolutions; and further

RESOLVED, that all acts of the officers previously taken in furtherance of any of the foregoing resolutions or the actions contemplated therein are hereby approved, ratified and confirmed in all respects.

FOURTH: That the Merger and this Certificate of Ownership and Merger has been adopted, approved, certified, executed and acknowledged by Tangoe as the parent corporation in accordance with the laws of the State of Delaware.

FIFTH: That the merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Delaware Secretary of State (the "Effective Date").

IN WITNESS WHEREOF, Tangoe has caused this Certificate of Ownership and Merger to be signed by its duly authorized officer on this 29th day of July, 2010.

TANGOE, INC.

By: 

Gary R. Martino

Its Chief Financial Officer and Secretary