

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/24/2011		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SeniorChecked, Inc.		08/24/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	N.E.W. Local Directory Services, Inc.		
Street Address:	6931 Arlington Road, Suite 308		
City:	Bethesda		
State/Country:	MARYLAND		
Postal Code:	20814		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3800165	SENIOR CHECKED	
Registration Number:	3796372	SENIORCHECKED	
CORRESPONDENCE DATA			
Fax Number:	(302)636-5454		
Phone:	800-927-9801 x2348		
Email:	jpaterso@cscinfo.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Corporation Service Company		
Address Line 1:	1090 Vermont Avenue NW, Suite 430		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		
ATTORNEY DOCKET NUMBER:	909537-5		
NAME OF SUBMITTER:	Jean Paterson		

CH \$65.00 3800165

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**TRADEMARK
 REEL: 004621 FRAME: 0833**

Signature:	/jep/
Date:	09/13/2011
Total Attachments: 8 source=9-13-11 SeniorChecked-TM#page1.tif source=9-13-11 SeniorChecked-TM#page2.tif source=9-13-11 SeniorChecked-TM#page3.tif source=9-13-11 SeniorChecked-TM#page4.tif source=9-13-11 SeniorChecked-TM#page5.tif source=9-13-11 SeniorChecked-TM#page6.tif source=9-13-11 SeniorChecked-TM#page7.tif source=9-13-11 SeniorChecked-TM#page8.tif	

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:

"N.E.W. LOCAL DIRECTORY SERVICES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SENIORCHECKED, INC." UNDER THE NAME OF "N.E.W. LOCAL DIRECTORY SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2011, AT 4:58 O'CLOCK P.M.

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

4797433 8100M

110950216



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8990063

DATE: 08-24-11

TRADEMARK
REEL: 004621 FRAME: 0835

CERTIFICATE OF MERGER

of

N.E.W. LOCAL DIRECTORY SERVICES, INC.
(a Delaware corporation)

with and into

SENIORCHECKED, INC.
(a Delaware corporation)

Pursuant to Section 251 of the Delaware General Corporation Law, SeniorChecked, Inc., a Delaware corporation (the "**Company**"), in connection with the merger of N.E.W. Local Directory Services, Inc., a Delaware corporation (the "**Merger Sub**"), with and into the Company (the "**Merger**"), hereby certifies as follows:

FIRST: The names and states of incorporation of the corporations which are to merge (the "**Constituent Entities**") are:

<u>Name of Entity</u>	<u>State of Formation</u>
SeniorChecked, Inc.	Delaware
N.E.W. Local Directory Services, Inc.	Delaware

SECOND: In connection with the Merger, an Agreement and Plan of Merger (the "**Merger Agreement**"), dated as of August 16, 2011, among the Company, Merger Sub, National Electronics Warranty, LLC, a Delaware limited liability company, and CertiClear, LLC, a Maryland limited liability company, has been approved, adopted, executed and acknowledged by each of the Constituent Entities.

THIRD: The name of the surviving corporation in the Merger shall be SeniorChecked, Inc. (the "**Surviving Entity**"). The name of the Surviving Entity shall be immediately amended to N.E.W. Local Directory Services, Inc.

FOURTH: The Certificate of Incorporation of the Company, as amended and restated in its entirety in the form attached hereto as Exhibit A, shall be the Certificate of Incorporation of the Surviving Entity.

FIFTH: A copy of the Merger Agreement is on file at the principal place of business of the Surviving Entity located at 22894 Pacific Boulevard, Sterling, Virginia 20166.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any stockholder of any of the Constituent Entities.

SEVENTH: The Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be duly executed as of the 24th day of August, 2011.

SENIORCHECKED, INC.

By: 

Name: Christopher W. Spanos

Title: President and Chief Executive Officer

[SIGNATURE PAGE TO THE CERTIFICATE OF MERGER]

TRADEMARK
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Exhibit A

Amended and Restated Certificate of Incorporation of
N.E.W. Local Directory Services, Inc.

Attached.

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
N.E.W. LOCAL DIRECTORY SERVICES, INC.

ARTICLE ONE

The name of the corporation is N.E.W. Local Directory Services, Inc. (the "Corporation").

ARTICLE TWO

The address of the registered office of the Corporation in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover, Kent County, Delaware 19904. The name of its registered agent at such address is National Registered Agents, Inc.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The total number of shares of stock which the Corporation has authority to issue is 1,000 shares of common stock, with a par value of \$0.01 per share.

ARTICLE FIVE

The Corporation is to have perpetual existence.

ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation (the "Board") is expressly authorized to make, alter or repeal the by-laws of the Corporation (the "Bylaws").

ARTICLE SEVEN

Meetings of stockholders may be held within or outside the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept outside the State of

Delaware at such place or places as may be designated from time to time by the Board or in the Bylaws. Election of directors need not be by written ballot unless the Bylaws so provide.

ARTICLE EIGHT

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article Eight shall not adversely affect any right or protection of any person with respect to any acts or omissions of such person occurring prior to such repeal or modification.

ARTICLE NINE

The Corporation shall, to the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, indemnify and upon request advance expenses to any person who is or was threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or agreed to be a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust employee benefit plan or other enterprise, against expenses (including, without limitation, attorneys' fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification and advancement of expenses shall not be exclusive of other indemnification rights arising as a matter of law, under any by-law, agreement, by vote of directors or stockholders or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this Article Nine shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this Article Nine shall not adversely affect any right or protection of any person with respect to any acts or omissions of such person occurring prior to such repeal or modification.

ARTICLE TEN

The business and affairs of the Corporation shall be managed by or under the direction of the Board. The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the Bylaws.

ARTICLE ELEVEN

Subject to receipt of any necessary stockholder approvals as required by the laws of the State of Delaware, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

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