

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/08/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Group Logic, Inc.		06/14/2011	CORPORATION: VIRGINIA

RECEIVING PARTY DATA

Name:	GroupLogic, Inc.
Street Address:	1100 N. Glebe Road, Suite 800
City:	Arlington
State/Country:	VIRGINIA
Postal Code:	22201
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	85251707	CLOUDECHO
Serial Number:	85264145	ECHONAS
Registration Number:	3863556	EXTREMEZ-IP
Registration Number:	3072489	GROUPLAGIC
Registration Number:	1906365	GROUPLAGIC
Registration Number:	2205076	MASSTRANSIT
Serial Number:	85251706	MOBILECHO
Registration Number:	3504930	ZIDGET

CORRESPONDENCE DATA

Fax Number: (202)842-7899
 Phone: 7034568051
 Email: trademarks@cooley.com, mobleysg@cooley.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

900204584

**TRADEMARK
 REEL: 004641 FRAME: 0304**

CH \$215.00 85251707

via US Mail.

Correspondent Name: Peter J. Willsey
Address Line 1: 777 6th St., N.W., Suite 1100
Address Line 4: Washington, DISTRICT OF COLUMBIA 20001

ATTORNEY DOCKET NUMBER:	312881-20000
NAME OF SUBMITTER:	Susan Mobley
Signature:	/Susan Mobley/
Date:	10/13/2011

Total Attachments: 6

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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:

"GROUP LOGIC, INC.", A VIRGINIA CORPORATION,
WITH AND INTO "GROUPLOGIC, INC." UNDER THE NAME OF
"GROUPLOGIC, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE EIGHTH DAY OF JULY, A.D. 2011, AT 7:28 O'CLOCK P.M.


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

4996425 8100M

110805765



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8895431

DATE: 07-12-11

TRADEMARK
REEL: 004641 FRAME: 0306

CERTIFICATE OF OWNERSHIP AND MERGER

merging

**GROUP LOGIC, INC.,
a Virginia corporation**

into

**GROUPLOGIC, INC.,
a Delaware corporation**

Pursuant to Section 253 of the Delaware General Corporation Law, **GROUP LOGIC, INC.**, a corporation organized and existing under and by virtue of the laws of the Commonwealth of Virginia,

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the Virginia Stock Corporation Act.

SECOND: That it owns 100% of the outstanding shares of the capital stock of GroupLogic, Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware.

THIRD: The Board of Directors of Group Logic, Inc., a Virginia corporation, has adopted the resolutions attached as *Exhibit A* to this certificate approving the Agreement and Plan of Merger and the merger of Group Logic, Inc., a Virginia corporation, with and into GroupLogic, Inc., a Delaware corporation, as of March 28, 2011.

FOURTH: The name of the surviving corporation will be GroupLogic, Inc., a Delaware corporation.

FIFTH: The Certificate of Incorporation of GroupLogic, Inc., a Delaware corporation, will be the Certificate of Incorporation of the surviving corporation.

SIXTH: The proposed merger has been adopted, approved, certified, executed and acknowledged by the Board of Directors and shareholders of Group Logic, Inc., a Virginia corporation, in accordance with the laws of the Commonwealth of Virginia and has been adopted, approved, certified, executed and acknowledged by the Board of Directors of GroupLogic, Inc., a Delaware corporation, in accordance with the General Corporation Law of the State of Delaware.

SEVENTH: An executed copy of the Plan of Merger is on file at the office of GroupLogic, Inc., the surviving corporation, located at 1100 North Glebe Road, Suite 800, Arlington, Virginia 22201, and a copy of such agreement will be furnished, without cost, at the request of any stockholder of the constituent corporations.

IN WITNESS WHEREOF, GROUP LOGIC, INC., a Virginia corporation, has caused this certificate to be signed by its duly authorized representative as of June 14, 2011.

GROUP LOGIC, INC.,
a Virginia corporation

By: _____



Christopher Broderick
Chief Executive Officer

EXHIBIT A

**RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
GROUP LOGIC, INC.**

March 28, 2011

DELAWARE REORGANIZATION

WHEREAS, the Group Logic, Inc., a Virginia corporation (the "*Company*") Board of Directors (the "*Board*") has determined that it is in the best interests of the Company and its shareholders to reorganize the Company in Delaware, and in order to do so, to form GroupLogic, Inc., a Delaware corporation ("*GroupLogic-DE*") a wholly-owned subsidiary of the Company, and to recommend to the Company's shareholders that they approve the merger of the Company with and into GroupLogic-DE (the "*Merger*") in accordance with that certain Agreement and Plan of Reorganization attached to this consent as **EXHIBIT A** (the "*Plan*");

WHEREAS, the Merger is intended to qualify as a tax free re-organization under Section 368(a)(1)(F) of the Internal Revenue Code; and

WHEREAS, in connection with the Merger, the Board has been presented with Articles of Merger ("*Articles of Merger*"), substantially in the form presented to the Board, and a Certificate of Ownership and Merger ("*Certificate of Ownership*"), substantially in the form presented to the Board.

RESOLVED, that the Company enter into the Plan, substantially in the form presented to the Board, with such changes and modifications therein as the officers executing the same will approve (such approval to be conclusively evidenced by such officer's execution thereof), and that the appropriate officers of the Company are hereby authorized and directed to execute and deliver the Plan and to take all actions that they may deem necessary and appropriate in connection with such actions;

RESOLVED, that the officers of the Company are hereby authorized and directed to take all necessary actions to (i) form GroupLogic-DE by filing the Certificate of Incorporation, in the form presented to the Board, with the Delaware Secretary of State; and (ii) subscribe for one hundred (100) shares of the Common Stock of GroupLogic-DE;

RESOLVED, that the Merger pursuant to the terms of the Plan is hereby approved and that the Plan be submitted to the shareholders of the Company for their consideration and approval with the applicable provisions of the Virginia Stock Corporation Act;

RESOLVED, that, assuming consummation of the Merger, upon the effective date of the Merger, each share of Common Stock, Series A Preferred Stock, Series B Preferred Stock and

Series C Preferred Stock of the Company issued and outstanding immediately prior to the Merger, will by virtue of the Merger be converted into and exchanged for one (1) fully paid and nonassessable share of Common Stock, Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, respectively, of GroupLogic-DE;

RESOLVED, that, assuming consummation of the Merger, upon the effective date of the Merger, each share of capital stock of the Company issued and outstanding immediately prior the Merger will, by virtue of the Merger and without any action by GroupLogic-DE, or the holder of such share(s), be canceled and returned to the status of authorized but unissued shares;

RESOLVED, that, effective upon the filing of the Articles of Merger with the Virginia State Corporation Commission and the filing of the Certificate of Ownership and Merger with the Delaware Secretary of State, the existence of the Company will cease;

RESOLVED, that the appropriate officers of the Company are hereby authorized and directed to execute and deliver the Plan and to take all actions that they may deem necessary and appropriate in connection therewith, including the execution and filing of the Articles of Merger in the form affixed and made part of the Plan; and

RESOLVED, that the officers of the Company are hereby authorized and directed to execute, deliver, perform, file and record all such documents or instruments and take all such actions as such officers in their discretion may deem necessary or desirable in connection with the foregoing resolutions in order to consummate the intents and purposes thereof.

TERMINATION OF STOCKHOLDER AGREEMENTS

WHEREAS, the Company and the holders of the prior Series A Preferred Stock and certain other founders or original stockholders entered into a Investment, Restricted Stock and Shareholders Agreement, dated as of September 4, 1990 (the "***Prior Series A Stockholders Agreement***") and such parties have agreed to terminate the Prior Series A Stockholders Agreement and, in connection with the Merger, to replace it with the rights under a new Investor Rights Agreement.

WHEREAS, the Company and the holders of the prior Series B Preferred Stock and certain other founders or original stockholders entered into a Investment, Restricted Stock and Shareholders Agreement, dated as of June 10, 1991 (the "***Prior Series B Stockholders Agreement***") and such parties have agreed to terminate the Prior Series B Stockholders Agreement and, in connection with the Merger, to replace it with the rights under a new Investor Rights Agreement.

WHEREAS, the Company and the holders of the prior Series C Preferred Stock and certain other founders or original stockholder entered into a Investment, Restricted Stock and Shareholders Agreement, dated as of February 28, 1992 (the "***Prior Series C Stockholders Agreement***") and such parties have agreed to terminate the Prior Series C Stockholders Agreement and, in connection with the Merger, to replace it with the rights under a new Investor Rights Agreement.

RESOLVED, in connection with the Merger, the Prior Series A Stockholders Agreement, the Prior Series B Stockholders Agreement and the Prior Series C Stockholders Agreement are terminated and the new Investor Rights Agreement to be implemented by GroupLogic-DE is hereby ratified and approved.

GENERAL AUTHORIZING RESOLUTION; RATIFICATION

RESOLVED, that the officers of the Company are hereby authorized and directed on behalf of the Company to take such further action and execute such additional documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions and that any and all prior actions taken by the Company or any of its employees or officers are adopted, ratified, confirmed and approved in all respects as and for the acts and deeds of the Company.