

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
NUBRIDGES, INC.		03/31/2011	LIMITED LIABILITY COMPANY: GEORGIA
<b>RECEIVING PARTY DATA</b>			
Name:	Liaison Technologies, Inc.		
Street Address:	3157 Royal Drive		
Internal Address:	Building 200, Suite 200		
City:	Alpharetta		
State/Country:	GEORGIA		
Postal Code:	30022		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	2856434	NUBRIDGES	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	7702174071		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	6787431125		
Email:	trademark@fsblegal.com		
Correspondent Name:	Anthony J. DoVale		
Address Line 1:	1200 Abernathy Road, Building 600		
Address Line 2:	Northpark Town Center, Suite 1700		
Address Line 4:	Atlanta, GEORGIA 30328		
NAME OF SUBMITTER:	Anthony J DoVale (GA Bar No. 227520)		
Signature:	/Anthony J DoVale/		

OP \$40.00 2856434

Date:

06/11/2012

**Total Attachments: 8**

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of March 2, 2011, by and among LIAISON TECHNOLOGIES, INC., a Delaware corporation (the "Buyer"), NUBRIDGES ACQUISITION CORPORATION, a Georgia corporation and a wholly owned subsidiary of the Buyer (the "Transitory Subsidiary"), NUBRIDGES, INC., a Georgia corporation (the "Company"), and DANIEL GIANNINI, as Stockholder Representative.

WHEREAS, the Boards of Directors of the Buyer and the Company deem it advisable and in the best interests of each corporation and their respective stockholders that the Buyer acquire the Company in order to advance the long-term business interests of the Buyer and the Company; and

WHEREAS, the acquisition of the Company shall be effected through a merger (the "Merger") of the Transitory Subsidiary with and into the Company in accordance with the terms of this Agreement and the Georgia Business Corporation Code (the "GBCC"), as a result of which the Company shall become a wholly owned subsidiary of the Buyer; and

WHEREAS, the parties intend that the Merger qualify as a tax free reorganization under the provisions of Section 368 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the foregoing and the respective representations, warranties, covenants and agreements set forth below, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Buyer, the Transitory Subsidiary and the Company agree as follows:

### ARTICLE I

#### THE MERGER

1.1 Effective Time of the Merger. Subject to the provisions of this Agreement, prior to the Closing (as defined in Section 1.2 below), the Buyer and the Company shall jointly prepare, and immediately following the Closing the Surviving Corporation (as defined in Section 1.3 below) shall cause to be filed with the Secretary of State of the State of Georgia, a certificate of merger (the "Certificate of Merger") in such form as is required by, and executed by the Company in accordance with, the relevant provisions of the GBCC and shall make all other filings or recordings required under the GBCC. The Merger shall become effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Georgia or at such later time as is established by the Buyer and the Company and set forth in the Certificate of Merger (the "Effective Time").

1.2 Closing. The closing of the Merger (the "Closing") shall take place at a time and on a date to be specified by the Buyer and the Company (the "Closing Date"), which shall be no later than the third Business Day after satisfaction or waiver of the conditions set forth in Article VII (other than delivery of items to be delivered at the Closing and satisfaction of those conditions that by their nature are to be satisfied at the Closing, it being understood that the occurrence of the Closing shall remain subject to the delivery of such items and the satisfaction or waiver of such conditions at the Closing), at the offices of Berman Fink Van Horn P.C., unless another date, place or time is agreed to in writing by the Buyer and the Company. For purposes of this Agreement, a "Business Day" shall be any day other than (a) a Saturday or Sunday or (b) a day on which banking institutions located in Atlanta, Georgia are permitted or required by law, executive order or governmental decree to remain closed.

# STATE OF GEORGIA

**Secretary of State**

**Corporations Division**

**315 West Tower**

**#2 Martin Luther King, Jr. Dr.**

**Atlanta, Georgia 30334-1530**

## **CERTIFICATE OF MERGER**

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 03/31/2011. Attached is a true and correct copy of the said filing.

Surviving Entity:

**NUBRIDGES, INC.**, a Georgia Profit Corporation

Nonsurviving Entity/Entities:

**NUBRIDGES ACQUISITION CORPORATION**, a Georgia Profit Corporation

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on March 31, 2011



A handwritten signature in black ink, appearing to read "B. P. Kemp". The signature is fluid and cursive.

Brian P. Kemp  
Secretary of State

**CERTIFICATE OF MERGER  
MERGING  
NUBRIDGES ACQUISITION CORPORATION  
INTO  
NUBRIDGES, INC.**

I. The names of the merging corporations are NUBRIDGES ACQUISITION CORPORATION, a Georgia corporation ("NAC"), and NUBRIDGES, INC., a Georgia corporation ("NUBRIDGES").

II. An Agreement and Plan of Merger (the "Merger Agreement") among NAC and NUBRIDGES and the other parties named in the Merger Agreement has been approved, adopted, certified, executed and acknowledged by NAC and NUBRIDGES in accordance with the Georgia Business Corporation Code, and the merger of NAC with and into NUBRIDGES was duly approved by the shareholders of each of NAC and NUBRIDGES.

III. Pursuant to the terms of the Merger Agreement, NUBRIDGES is the surviving corporation of the merger, and as a result of the merger, the Articles of Incorporation of NUBRIDGES shall be amended by deleting Article VI in its entirety and replacing it with the following:

"The Corporation is authorized to issue One Thousand (1,000) shares of common stock, each with \$0.01 par value per share."

IV. The executed Merger Agreement is on file at the principal place of business of NUBRIDGES, which is located at 115 Perimeter Center Place, Suite 1100, Atlanta, Georgia 30346.

V. A copy of the Merger Agreement will be provided by NUBRIDGES, on request and without cost, to any shareholder of NAC or NUBRIDGES.

[Signatures on Following Page]

State of Georgia  
Expedite Merger 4 Page(s)



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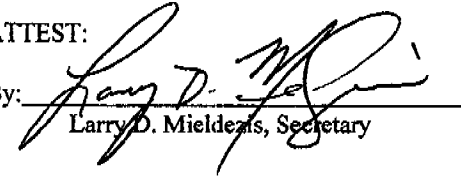
IN WITNESS WHEREOF, this certificate has been executed by the duly authorized officers of NAC and NUBRIDGES whose names and titles are set forth below.

NUBRIDGES ACQUISITION CORPORATION

By:   
Robert A. Renner, CEO

[CORPORATE SEAL]

ATTEST:

By:   
Larry D. Mieldeals, Secretary

NUBRIDGES, INC.

By: \_\_\_\_\_  
Paul L.H. Olson, CEO

[CORPORATE SEAL]

ATTEST:

By: \_\_\_\_\_  
Jim Morgan, Secretary

SECRETARY OF STATE  
CORPORATIONS DIVISION  
2011 MAR 31 AM 11:55

*Signature Page to Certificate of Merger*

IN WITNESS WHEREOF, this certificate has been executed by the duly authorized officers of NAC and NUBRIDGES whose names and titles are set forth below.

NUBRIDGES ACQUISITION CORPORATION

By: \_\_\_\_\_  
Robert A. Renner, CEO

[CORPORATE SEAL]

ATTEST:

By: \_\_\_\_\_  
Larry D. Mieldezis, Secretary

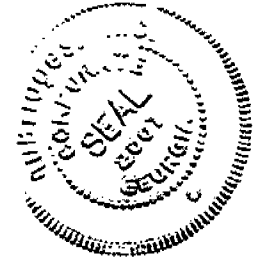
NUBRIDGES, INC.

By: \_\_\_\_\_  
Paul L.H. Olson, CEO

[CORPORATE SEAL]

ATTEST:

By: \_\_\_\_\_  
Jim Morgan, Secretary



SECRETARY OF STATE  
CORPORATIONS DIVISION  
2011 MAR 31 AM 11:55

Signature Page to Certificate of Merger

# STATE OF GEORGIA

## Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Drive

Atlanta, Georgia 30334-1530

## CERTIFICATE OF MERGER

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 02/29/2012. Attached is a true and correct copy of the said filing.

Surviving Entity:

**LIAISON TECHNOLOGIES, INC.**, a Delaware Profit Corporation

Nonsurviving Entity/Entities:

**NUBRIDGES, INC.**, a Georgia Profit Corporation

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on February 29, 2012



A handwritten signature in black ink, appearing to read 'B. P. Kemp', is written over the printed name.

Brian P. Kemp  
Secretary of State

TRADEMARK

REEL: 004799 FRAME: 0133



**CERTIFICATE OF MERGER  
MERGING  
NUBRIDGES, INC.  
WITH AND INTO  
LIAISON TECHNOLOGIES, INC.**

I. The names of the merging corporations are NUBRIDGES, INC., Georgia corporation, and LIAISON TECHNOLOGIES, INC., a Delaware corporation. LIAISON TECHNOLOGIES, INC. is the surviving corporation of the merger.

II. An Agreement and Plan of Merger (the "Plan of Merger") between NUBRIDGES, INC. and LIAISON TECHNOLOGIES, INC. has been approved, adopted, certified, executed and acknowledged by NUBRIDGES, INC. and LIAISON TECHNOLOGIES, INC. in accordance with the Georgia Business Corporation Code and the General Corporation Law of the State of Delaware.

III. The executed Plan of Merger is on file at the principal place of business of LIAISON TECHNOLOGIES, INC., which is located at 3157 Royal Drive, Suite 200, Alpharetta, Georgia 30022.

IV. A copy of the Plan of Merger will be provided by LIAISON TECHNOLOGIES, INC., on request and without cost, to any shareholder of LIAISON TECHNOLOGIES, INC. or NUBRIDGES, INC.

V. Shareholder approval was not required for either LIAISON TECHNOLOGIES, INC. or NUBRIDGES, INC.

IN WITNESS WHEREOF, this certificate has been executed by the duly authorized officers of LIAISON TECHNOLOGIES, INC. and NUBRIDGES, INC. whose names and titles are set forth below.

LIAISON TECHNOLOGIES, INC.

By: \_\_\_\_\_

Robert A. Renner, CEO

ATTEST:

By: \_\_\_\_\_

Christopher L. Wassenaar, Secretary

NUBRIDGES, INC.

By: \_\_\_\_\_

Robert A. Renner, CEO

ATTEST:

By: \_\_\_\_\_

Christopher L. Wassenaar, Secretary

State of Georgia  
Merger 2 Page(s)



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CORPORATIONS DIVISION  
SECRETARY OF STATE


**CERTIFICATE OF PUBLICATION**  
**OF**  
**NOTICE OF MERGER**

TO: GEORGIA SECRETARY OF STATE

Pursuant to Section 14-2-1105.1(a) of the Georgia Business Corporation Code, the undersigned hereby certifies that LIAISON TECHNOLOGIES, INC. has delivered to the *Fulton County Daily Report*, which is the official organ of Fulton County where the registered office of LIAISON TECHNOLOGIES, INC. is located, a request to publish a notice of merger by and between LIAISON TECHNOLOGIES, INC., a Delaware corporation, and NUBRIDGES, INC., a Georgia corporation. The undersigned certifies that LIAISON TECHNOLOGIES, INC. has tendered payment in the amount of Forty Dollars (\$40.00) with the request for publication.

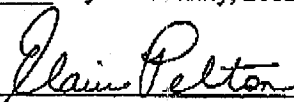
IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature as of the 29th day of February, 2012.

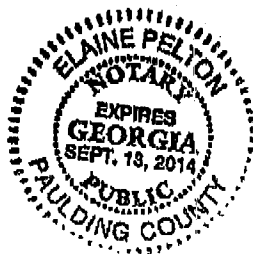
LIAISON TECHNOLOGIES, INC.

By:   
Thomas E. Sowers  
Attorney for the Corporation

BERMAN FINK VAN HORN P.C.  
3423 Piedmont Road, NE, Suite 200  
Atlanta, Georgia 30305  
Tel. 404-261-7711

Sworn to and subscribed before me this  
29<sup>th</sup> day of February, 2012.

  
Notary Public



2012 FEB 29 PM 5:19  
CORPORATIONS DIVISION