

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Teltronics, Inc.		02/17/2012	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	MedTel Services, LLC
<b>Street Address:</b>	2511 Corporate Way
<b>City:</b>	Palmetto
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	34221
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: FLORIDA

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Registration Number:	3226143	CERATO
Registration Number:	3224470	NET-PATH PLUS
Registration Number:	3207929	NET-PATHM
Registration Number:	3224444	NET-PATH
Registration Number:	3284621	OMNIWORKS
Registration Number:	2799734	IXP
Registration Number:	2770906	20-20 IXP
Registration Number:	2744284	VISION I-PHONE
Registration Number:	2766975	IRISNGEN
Registration Number:	1971467	OPTIC
Registration Number:	2067451	OMNI WORKS
Registration Number:	1909194	NET-PATH
Registration Number:	1655282	IDEAS THAT COMMUNICATE
Registration Number:	1340414	20-20

OP \$365.00 3226143

**CORRESPONDENCE DATA**

Fax Number: 9417517724

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 941-753-5000

Email: smaslanka@medtelservices.com

Correspondent Name: Ewen R Cameron

Address Line 1: 2511 Corporate Way

Address Line 4: Palmetto, FLORIDA 34221

NAME OF SUBMITTER:	Ewen R Cameron
Signature:	/Ewen R Cameron/
Date:	09/27/2012

**Total Attachments: 9**

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**BILL OF SALE**

(to MedTel Services, Inc.)

KNOW ALL MEN BY THESE PRESENTS, that TELTRONICS, INC., a Delaware corporation ("Seller"), for one dollar and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, pursuant to an Asset Purchase Agreement dated as of February 17, 2012 (the "Agreement") by and between Seller and MedTel Services, Inc., a Florida corporation ("Buyer"), does hereby grant, sell, convey, assign, transfer and deliver unto Buyer, to have and to hold forever the following:

All of the rights, title and interest of Seller as of the date hereof, in and to the assets which are described in Exhibit A attached to this Bill of Sale (the "Included Assets"), free and clear of all Encumbrances, on an "AS IS" basis with no representations and warranties of any kind whatsoever (except for the representations and warranties set forth in Sections 3.1 and 3.2 of the Agreement).

Seller covenants and agrees that the covenants herein contained shall be binding upon the successors and assigns of Seller and inure to the benefit of the successors and assigns of Buyer.

The Included Assets are transferred pursuant to and in accordance with the Second Order Granting Debtor's Emergency Motion for Entry of an Order (I) Approving the Sale of, and Bidding Procedures in Connection with the Sale of, the Equity Interests in Teltronics, Inc., (II) Approving Minimum Overbid Amount and a Break-Up Fee, (III) Approving Form and Manner of Notice of the Sale and Bidding Procedures, and (IV) Setting Objection Deadlines dated February 15, 2012 [Doc. No. 585] (the "Sale Order"), entered by the United States Bankruptcy Court for the Middle District of Florida, Tampa Division, in Case No. 8:11-bk-12150-KRM.

Notwithstanding anything to the contrary contained herein, the Included Assets shall not include any of the assets of Seller described as "Excluded Assets" in the Agreement and included in Exhibit B attached hereto.

Capitalized terms and references used herein and in Exhibit A and Exhibit B attached hereto and not otherwise defined herein or therein shall have the meaning ascribed thereto in the Agreement.

IN WITNESS WHEREOF, this Bill of Sale has been duly executed and delivered by a duly authorized officer of Seller as of this 17<sup>th</sup> day of February 2012.

Signed, Sealed and Delivered in the Presence of:

TELTRONICS, INC.

[Signature]  
Print Name: ELENA PARRAS KEITCHEN

By: Angela Marvin

[Signature]  
Print Name: Dee McKinley

Its: CFO

STATE OF FLORIDA )

COUNTY OF HILLSBOROUGH )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of February, 2012, by Angela Marvin, the Chief Financial Officer of TELTRONICS, INC., a Delaware corporation.

[Signature]  
Notary Public

Personally Known:

Produced Identification: DRIVERS LICENSE

Type: HILDA PORTALES SILLAS



INDEX TO SCHEDULES

- Schedule 1.1(a)(i) --- Fixed Asset and Other Personal Property Listing
- Schedule 1.1(a)(ii) --- Inventory Listing
- Schedule 1.1(a)(iii) --- Intellectual Property
- Schedule 1.1(a)(iv) --- Licenses
- Schedule 1.1(a)(v) --- Customer and Distributor Lists
- Schedule 1.1(a)(vi) --- Permits, Licenses, Registrations, Orders and Approvals
- Schedule 1.1(a)(vii) --- Books and Records
- Schedule 1.1(a)(viii) --- Software
- Schedule 1.1(a)(ix) --- Customer Agreements
- Schedule 1.3(b) --- Excluded Leases
- Schedule 1.5 --- Assumed Contracts
- Schedule 8.6 --- Employees under Section 8.6 of this Agreement

SCHEDULE 1.1(a)(iii)

**Intellectual Property**

Trademarks, Service Marks, Registrations -- attached as Exhibit C to this Schedule

Computer Programs, Software, Patents -- attached as Exhibit D to this Schedule

Trade Secrets -- trade secrets and proprietary and confidential information related to the Business other than the New York Business

Writings, Designs, ~~etc.~~ -- all as they may relate to the Business other than the New York Business consisting of all hardware design files, gerbers etc. related to the Business other than the New York Business; design Projects in progress such as EG, 20-20, line cards, new design NetPath and Krypton, IP Speaker design, Hybrid Design for 2826 Yealink

Internet Websites, Domain Names, etc. -- attached as Exhibit E to this Schedule

EXHIBIT C

Trademarks, Service Marks, Registrations

TRADEMARKS:

20-20  
20-20 IXP  
Amplifi  
Arcata  
Cerato  
Cypreon  
Discoverymate  
Ideas That Communicate  
Intellim@n  
IR.ISnGEN  
IXP  
Net-Path  
Net-Path m  
Net-Path Plus  
OMNIWorks  
OMNIWorks (design)  
Optic  
QueVision  
SEB Enerprise Agent  
SEB Interact  
SEBea  
Semplice  
Site Event Buffer  
Site Event Buffer II  
~~Site Event Buffer III~~  
~~Television, Inc.~~  
VCS  
Vision  
Vision and Design  
Vision I Phone  
Vision LS  
Vision Path  
Vision Video  
VisionWorks  
Voice Forum  
Voice Forum Manager

Certificate of Conversion  
For  
"Other Business Entity"  
Into  
Florida Limited Liability Company

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

MedTel Services, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on February 26, 1997

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

MedTel Services, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

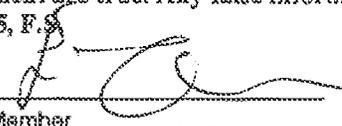
6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

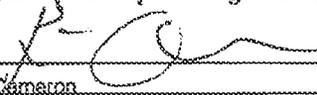
Signed this 21st day of February 2012.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative:   
Printed Name: Ewen Cameron Title: Member

**Signature(s) on behalf of Other Business Entity:** Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature:   
Printed Name: Ewen Cameron Title: President

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.  
If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

**ARTICLES OF ORGANIZATION**  
**OF**  
**MEDTEL SERVICES, LLC**  
**A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - NAME**

The name of the Limited Liability Company is: MedTel Services, LLC.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: 2511 Corporate Way, Palmetto, Florida 34221.

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE  
AND REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

Deman Data Systems, LLC  
2511 Corporate Way  
Palmetto, Florida 34221

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.*

~~Deman Data Systems, LLC~~

By:   
Norman R. Dobiesz, Chairman

**ARTICLE IV - MANAGER(S) OR MANAGING MEMBER(S)**

The name and address of each Manager or Managing Member is as follows:

<u>Title:</u>	<u>Name and Address:</u>
MGR	Ewen Cameron 2511 Corporate Way Palmetto, Florida 34221
MGR	Norman R. Dobiesz 2511 Corporate Way Palmetto, Florida 34221

**ARTICLE V - LIABILITY OF MEMBERS**

No Member of the Limited Liability Company is to be liable in his, her or its capacity as Member for any debts, obligations or liabilities of the Limited Liability Company.

**ARTICLE VI - INDEMNIFICATION**

The Limited Liability Company shall have the power to indemnify, to the fullest extent permitted by Florida Law, as amended from time to time, all persons whom it is permitted to indemnify pursuant thereto.

IN WITNESS WHEREOF, these Articles of Organization have been subscribed this 21st day of February, 2012 by the undersigned and in accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury and the facts stated herein are true.

  
\_\_\_\_\_  
Ewen Cameron, Member