

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/23/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FOCUSVISION WORLDWIDE, INC.		05/31/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	FOCUSVISION WORLDWIDE, INC.
Street Address:	1266 E. Main St
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06902
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	78655077	FOCUSVISION INTERVU
Serial Number:	78589846	VIDEOMARKER LIBRARIAN
Serial Number:	78589856	VIDEOMARKER RECORDER
Serial Number:	78589849	VIDEOMARKER EDITOR
Serial Number:	78527459	SMARTSTUDIES
Serial Number:	78229261	FOCUSVISION VIDEOMARKER
Serial Number:	77768422	SUPERMOBI
Serial Number:	74713312	FOCUSVISION WORLDWIDE

CORRESPONDENCE DATA

Fax Number: 2127358708
 Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

CH \$215.00 78655077

Phone: 212 735-8600
Email: lgold@morrisoncohen.com
Correspondent Name: Leslie M. Gold, Esq.
Address Line 1: 909 Third Avenue, 27th Floor
Address Line 2: c/o Morrison Cohen LLP
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	019825-0501(LGOLD)
NAME OF SUBMITTER:	Leslie M. Gold
Signature:	/LESLIE M. GOLD/
Date:	11/01/2012

Total Attachments: 4

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CERTIFICATE OF OWNERSHIP AND MERGER

of

FOCUSVISION WORLDWIDE, INC.
(a California corporation)

into

FOCUSVISION WORLDWIDE, INC.
(a Delaware corporation)

It is hereby certified that:

1. FOCUSVISION WORLDWIDE, INC. (hereinafter called the "corporation") is a corporation of the State of California the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

2. The corporation, as the owner of all of the outstanding shares of the stock of FOCUSVISION WORLDWIDE, INC., hereby merges itself into FOCUSVISION WORLDWIDE, INC., a corporation of the State of Delaware.

3. The following is a copy of the resolutions adopted on the 18th day of May, 2005, by the Board of Directors of the corporation to merge the corporation into FOCUSVISION WORLDWIDE, INC.:

RESOLVED that this corporation be reincorporated in the State of Delaware by merging itself into FOCUSVISION WORLDWIDE, INC. pursuant to the laws of the State of California and the State of Delaware as hereinafter provided, so that the separate existence of this corporation shall cease as soon as the merger shall become effective, and thereupon this corporation and FOCUSVISION WORLDWIDE, INC. will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

RESOLVED that the terms and conditions of the proposed merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of this corporation shall become vested in and be held by FOCUSVISION WORLDWIDE, INC. as fully and entirely and without change or diminution as the same were before held and enjoyed by this

corporation, and FOCUSVISION WORLDWIDE, INC. shall assume all of the obligations of this corporation.

(b)(i) Each share of Common Stock, without par value, of this corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of Common Stock, \$0.00001 par value, of FOCUSVISION WORLDWIDE, INC., and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of Common Stock of this corporation shall automatically be and become holders of shares of FOCUSVISION WORLDWIDE, INC. upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(b)(ii) Each share of Series A Preferred Stock, without par value, of this corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of Series A Preferred Stock, \$0.00001 par value, of FOCUSVISION WORLDWIDE, INC., and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of Series A Preferred Stock of this corporation shall automatically be and become holders of shares of FOCUSVISION WORLDWIDE, INC. upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(c) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing either Common Stock or Series A Preferred Stock, as the case may be, of this corporation may surrender the same to FOCUSVISION WORLDWIDE, INC. at its office in Stamford, Connecticut and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of either Common Stock or Series A Preferred Stock, as the case may be, of FOCUSVISION WORLDWIDE, INC. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of either Common Stock or Series A Preferred Stock, as the case may be, of this corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of either Common Stock or Series A Preferred Stock, as the case may be, of FOCUSVISION WORLDWIDE, INC.

(d) From and after the effective time of the merger, the Certificate of Incorporation and the By-Laws of FOCUSVISION WORLDWIDE, INC. shall be the Certificate of Incorporation and

the By-Laws of FOCUSVISION WORLDWIDE, INC. as in effect immediately prior to such effective time and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

(e) The members of the Board of Directors and officers of FOCUSVISION WORLDWIDE, INC. shall be the members of the Board of Directors and the corresponding officers of FOCUSVISION WORLDWIDE, INC. immediately before the effective time of the merger.

(f) From and after the effective time of the merger, the assets and liabilities of this corporation and of FOCUSVISION WORLDWIDE, INC. shall be entered on the books of FOCUSVISION WORLDWIDE, INC. at the amounts at which they shall be carried at such time on the respective books of this corporation and of FOCUSVISION WORLDWIDE, INC., subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of FOCUSVISION WORLDWIDE, INC., in accordance with generally accepted accounting principles, the capital and surplus of FOCUSVISION WORLDWIDE, INC. shall be equal to the capital and surplus of this corporation and of FOCUSVISION WORLDWIDE, INC.

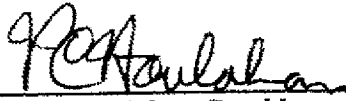
RESOLVED that, in the event that the proposed merger shall not be terminated, the proper officers of this corporation be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into FOCUSVISION WORLDWIDE, INC. and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the States of California and Delaware in any other appropriate jurisdiction, necessary or proper to effect this merger.

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4. The proposed merger herein certified has been adopted, approved, certified, executed, and acknowledged by FOCUSVISION WORLDWIDE, INC. in accordance with the laws under which it is organized.

Executed on this 31st day May, 2005.

FOCUSVISION WORLDWIDE, INC., a California corporation

By: 
Peter C. Houlihan, President