

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM298227

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/14/2011		
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 North Glebe Road, Suite 800		
City:	Arlington		
State/Country:	VIRGINIA		
Postal Code:	22201		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	3863556	EXTREMEZ-IP	
Registration Number:	3072489	GROUPLOGIC	
Registration Number:	1906365	GROUPLOGIC	
Registration Number:	2205076	MASSTRANSIT	
Registration Number:	4155147	MOBILECHO	
Registration Number:	3504930	ZIDGET	
Serial Number:	85456502	ACTIVECHO	
Serial Number:	85251707	CLOUDECHO	
Serial Number:	85264145	ECHONAS	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	lrizzo@milbank.com		
Correspondent Name:	Milbank, Tweed, Hadley & McCloy		
Address Line 1:	601 S. Figueroa Street, 30th Floor		
Address Line 4:	Los Angeles, CALIFORNIA 90017		
ATTORNEY DOCKET NUMBER:	37773.10200		
NAME OF SUBMITTER:	Chris L. Holm		

CH \$240.00 3863556

TRADEMARK

SIGNATURE:	/Chris L. Holm/
DATE SIGNED:	03/14/2014
Total Attachments: 16 source=Plan of Reorganization (2)#page1.tif source=Plan of Reorganization (2)#page2.tif source=Plan of Reorganization (2)#page3.tif source=Plan of Reorganization (2)#page4.tif source=Plan of Reorganization (2)#page5.tif source=Plan of Reorganization (2)#page6.tif source=Plan of Reorganization (2)#page7.tif source=Plan of Reorganization (2)#page8.tif source=Plan of Reorganization (2)#page9.tif source=Plan of Reorganization (2)#page10.tif source=Plan of Reorganization (2)#page11.tif source=Plan of Reorganization (2)#page12.tif source=Plan of Reorganization (2)#page13.tif source=Plan of Reorganization (2)#page14.tif source=Plan of Reorganization (2)#page15.tif source=Plan of Reorganization (2)#page16.tif	

AGREEMENT AND PLAN OF REORGANIZATION
OF GROUP LOGIC, INC.,
A VIRGINIA CORPORATION,
AND
GROUPLOGIC, INC.
A DELAWARE CORPORATION

THIS AGREEMENT AND PLAN OF REORGANIZATION, dated as of June 14, 2011 (the "*Agreement*"), is entered into by and between GROUP LOGIC, INC., a Virginia corporation ("*Group Logic-VA*"), and GROUPLOGIC, INC., a Delaware corporation ("*GroupLogic-DE*"). Group Logic-VA and GroupLogic-DE are sometimes referred to in this Agreement as the "*Constituent Entities*."

RECITALS

A. Group Logic-VA is a corporation duly organized and existing under the laws of the Commonwealth of Virginia and has authorized capital stock consisting of (i) One Hundred Million (100,000,000) shares of Common Stock, \$0.01 par value per share; and (ii) Thirty Million (30,000,000) shares of Preferred Stock, \$0.01 par value per share. As of the date of this Agreement, the capitalization of Group Logic-VA is set forth on *Exhibit A*.

B. GroupLogic-DE is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of One Hundred Million (100,000,000) shares of Common Stock, \$0.0001 par value per share; and (ii) Twenty Five Million (25,000,000) shares of Preferred Stock, \$0.0001 par value per share. As of the date of this Agreement, One Hundred (100) shares of Common Stock of GroupLogic-DE are issued and outstanding.

C. The Board of Directors of Group Logic-VA has determined that, for the purpose of effecting the reorganization of Group Logic-VA into Delaware, it is advisable and in the best interests of Group Logic-VA that Group Logic-VA merge with and into GroupLogic-DE upon the terms and conditions provided in this Agreement (the "*Merger*").

D. The respective Boards of Directors of Group Logic-VA and GroupLogic-DE have approved this Agreement and the Merger (as defined in *Section 1.1* of this Agreement) by unanimous written consent, and have directed that this Agreement and the Merger be submitted to a vote of their respective stockholders and that this Agreement be executed by the undersigned authorized officers.

E. In connection with the Delaware Reorganization, the Company and its stockholders have agreed to amend and restate its Certificate of Incorporation to cause the previously existing shares of (i) Series A Preferred Stock of Group Logic-VA to be converted into Series A Preferred Stock of GroupLogic-DE; (ii) Series B Preferred Stock of Group Logic-VA to be converted into Series B Preferred Stock of GroupLogic-DE; and (iii) Series C Preferred Stock of Group Logic-VA to be converted into Series C Preferred Stock of GroupLogic-DE.

F. Group Logic-VA 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 on or after September 4, 1990 (the "*Prior Series A Stockholders Agreement*") and such parties have agreed to terminate the Prior Series A Stockholders Agreement and to replace it with the rights under a new Investor Rights Agreement.

G. Group Logic-VA 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 on or after June 10, 1991 (the "*Prior Series B Stockholders Agreement*") and such parties have agreed to terminate the Prior Series B Stockholders Agreement and to replace it with the rights under a new Investor Rights Agreement.

H. Group Logic-VA 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 on or after February 28, 1992 (the "*Prior Series C Stockholders Agreement*") and such parties have agreed to terminate the Prior Series C Stockholders Agreement and to replace it with the rights under a new Investor Rights Agreement.

I. The shareholder consent of Group Logic-VA approving this reorganization includes the approval of the holders of Common Stock of Group Logic-VA who are parties to the Prior Series A Stockholders Agreement, the Prior Series B Stockholders Agreement and the Prior Series C Stockholders Agreement terminating such agreements.

J. The Merger is intended to constitute a tax-free transfer reorganization under Section 368(a)(1)(F) of the Internal Revenue Code.

K. GroupLogic-DE is a wholly-owned subsidiary of Group Logic-VA.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth in this Agreement, the parties agree as follows:

1. MERGER.

1.1 **Merger.** In accordance with the provisions of this Agreement, the Virginia Stock Corporation Act (the "*Virginia Act*") and the Delaware General Corporation Law (the "*DGCL*"), Group Logic-VA will be merged with and into GroupLogic-DE (the "*Merger*"), the separate existence of Group Logic-VA will cease and GroupLogic-DE will be, and is sometimes referred to in this Agreement as, the "*Surviving Entity*," and the name of the Surviving Entity will remain unchanged.

1.2 **Filing and Effectiveness.** The Merger will become effective when the following actions will have been completed:

(a) All of the conditions precedent to the consummation of the Merger specified in this Agreement will have been satisfied or duly waived by the party entitled to satisfaction thereof;

(b) Executed Articles of Merger, in substantially the form of *Exhibit B* to this Agreement, meeting the requirements of the Virginia Act, will have been filed with the Virginia State Corporation Commission; and

(c) An executed Certificate of Ownership and Merger, in substantially the form of *Exhibit C* to this Agreement, meeting the requirements of the DGCL, will have been filed with the Secretary of the State of Delaware.

The date and time when the Merger will become effective will be referred to in this Agreement as the "*Effective Date of the Merger.*"

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Group Logic-VA will cease and GroupLogic-DE, as the Surviving Entity, (i) will continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) will be subject to all actions previously taken by it and by Group Logic-VA, (iii) will succeed, without other transfer, to all of the assets, rights, powers and property of Group Logic-VA in the manner more fully set forth in Section 259 of the DGCL and Section 13.1-721 of the Virginia Act, (iv) will continue to be subject to all of the debts, liabilities and obligations of GroupLogic-DE as constituted immediately prior to the Effective Date of the Merger, and (v) will succeed, without other transfer, to all of the debts, liabilities and obligations of Group Logic-VA in the same manner as if GroupLogic-DE had itself incurred them, all as more fully provided under the applicable provisions of the DGCL and the Virginia Act.

2. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS.

2.1 Certificate of Incorporation. The Certificate of Incorporation of GroupLogic-DE as in effect immediately prior to the Effective Date of the Merger will continue in full force and effect as the Certificate of Incorporation of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of GroupLogic-DE as in effect immediately prior to the Effective Date of the Merger will continue in full force and effect as the Bylaws of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of GroupLogic-DE immediately prior to the Effective Date of the Merger will continue to be the directors and officers of the Surviving Entity until their successors will have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Entity or the Bylaws of the Surviving Entity.

2.4 Termination of Shareholders Agreement. In connection with the reincorporation of Group Logic-VA as GroupLogic-DE, the following agreements are hereby terminated and will be of no further force or effect:

(a) the Prior Series A Stockholders Agreement;

(b) the Prior Series B Stockholders Agreement; and

(c) the Prior Series C Stockholders Agreement.

3. MANNER OF CONVERSION OF STOCK; ISSUANCE OF CERTIFICATES.

3.1 Group Logic-VA Stock. Upon the Effective Date of the Merger, each outstanding share of Common Stock, Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock of Group Logic-VA as set forth on *Exhibit A*, will, by virtue of the Merger and without any action by the Constituent Entities, any stockholder or any other person, be converted into and exchanged for one (1) fully paid and nonassessable shares of Common Stock, Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, respectively, of the Surviving Entity.

3.2 Group Logic-VA Stock Options. Upon the Effective Date of the Merger, as set forth on *Exhibit A*, the previously outstanding options to acquire common stock of Group Logic-VA under the Omnibus Stock Plan, as amended and restated on December 14, 2006, will automatically become options to acquire common stock of GroupLogic-DE under the 2011 Equity Incentive Plan of GroupLogic-DE.

3.3 Issuance of Certificates.

(a) After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of Group Logic-VA Common Stock outstanding immediately prior to the Effective Date of the Merger will be entitled to receive in exchange for such holder's certificate a certificate or certificates representing the number of shares of Common Stock, Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, as applicable, of the Surviving Entity into which such shares of Group Logic-VA Common Stock, Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock were converted as provided in this Agreement.

(b) Until such time as a certificate or certificates representing such shares of Common Stock of the Surviving Entity have been delivered to each stockholder of Group Logic-VA, the registered owner on the books and records of the Surviving Entity of any such shares will have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock, Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, as applicable, of the Surviving Entity represented by such outstanding certificate.

(c) Each certificate representing Common Stock, Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, as applicable, of the Surviving Entity so issued in the Merger will bear a standard restricted stock legend, including the restriction in the bylaws providing a right of first refusal to the Surviving Entity.

3.4 GroupLogic-DE Common Stock. Upon the Effective Date of the Merger, each share of Common Stock of GroupLogic-DE issued and outstanding immediately prior thereto will, by virtue of the Merger and without any action by GroupLogic-DE, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

4. GENERAL.

4.1 Covenants of GroupLogic-DE and Group Logic-VA. GroupLogic-DE and Group Logic-VA covenant and agree that they will, on or before the Effective Date of the Merger, take all such actions as may be required by applicable provisions of the DGCL and the Virginia Act.

4.2 Further Assurances. From time to time, as and when required by GroupLogic-DE or by its successors or assigns, there will be executed and delivered on behalf of Group Logic-VA such deeds and other instruments, and there will be taken or caused to be taken by it such further and other actions as will be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by GroupLogic-DE the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Group Logic-VA and otherwise to carry out the purposes of this Agreement, and the officers and directors of GroupLogic-DE are fully authorized in the name and on behalf of Group Logic-VA or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Members of Group Logic-VA or by the Board of Directors of GroupLogic-DE, or both, notwithstanding the approval of this Agreement by the Members of Group Logic-VA.

4.4 Governing Law. This Agreement will in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, insofar as applicable, the merger provisions of the Virginia Act.

4.5 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which will be deemed to be an original and all of which together will constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Agreement and Plan of Reorganization, having first been approved by the unanimous written consent of the Board of Directors of GROUP LOGIC, INC., a Virginia corporation, and by the unanimous written consent of the Board of Directors of GROUPLOGIC, INC., a Delaware corporation, is hereby executed on behalf of each of such Constituent Entities and attested to by their duly authorized representatives.

GROUP LOGIC, INC.,
a Virginia corporation

By: 

Christopher Broderick
Chief Executive Officer

GROUPLOGIC, INC.,
a Delaware corporation

By: 

Christopher Broderick
Chief Executive Officer

EXHIBIT A

CAPITALIZATION

Shareholder	GLI - VA		GLI - VA		GLI - VA		GLI - DE		GLI - DE		GLI - DE	
	Pre-Merger Shares of Common	Pre-Merger Shares of Series A	Pre-Merger Shares of Series B	Pre-Merger Shares of Series C	Post-Merger Shares of Common	Post-Merger Shares of Series A	Post-Merger Shares of Series B	Post-Merger Shares of Series C	Pre-Merger Shares of Common	Pre-Merger Shares of Series A	Pre-Merger Shares of Series B	Pre-Merger Shares of Series C
Anderson, Jill	0	94,395	0	0	0	0	94,395	0	0	0	0	0
Anderson, Robert B.	0	161,603	71,571	0	0	0	161,603	71,571	0	0	0	0
Andrieu, Marcelo	15,000	0	0	0	15,000	0	0	0	0	0	0	0
Boschetto, Paul	0	280,230	43,113	0	0	0	280,230	43,113	0	0	0	0
Casey, Heather H.	5,800	0	0	0	5,800	0	0	0	0	0	0	0
Cody, Peter	49,720	0	0	0	49,720	0	0	0	0	0	0	0
Crichton, John	0	0	0	200,000	0	0	0	0	0	0	0	200,000
Creative Strategies	50,000	0	0	0	50,000	0	0	0	0	0	0	0
Cumbelich, William	0	62,427	108,210	93,944	0	0	62,427	108,210	0	0	0	93,944
DeSantis, Douglas J.	266,406	0	0	22,180	266,406	0	0	0	0	0	0	22,180
Draper Associates	0	1,471,207	2,101,723	300,000	0	0	1,471,207	2,101,723	0	0	0	300,000
Draper, Polly	0	350,287	700,574	100,000	0	0	350,287	700,574	0	0	0	100,000
EHC Investments	0	0	0	320,000	0	0	0	0	0	0	0	320,000
Choon Holding Inc.	0	413,743	0	0	0	0	413,743	0	0	0	0	0
Herzog, Allan	0	210,172	119,688	0	0	0	210,172	119,688	0	0	0	0
Hijazi, Bashar	22,300	0	0	0	22,300	0	0	0	0	0	0	0
Hill, Douglas	337,252	0	0	0	337,252	0	0	0	0	0	0	0
JABE, LLC	0	0	619,720	0	0	0	0	619,720	0	0	0	0
Katlius, Thomas	0	286,471	266,601	13,944	0	0	286,471	266,601	0	0	0	13,944
Korahais, Dimitri B.	214,000	0	0	0	214,000	0	0	0	0	0	0	0
Lewis, Andrew M. III	2,033,979	0	0	0	2,033,979	0	0	0	0	0	0	0
Lewis, Andrew M. Jr.	50,000	24,338	23,558	9,590	50,000	0	24,338	23,558	0	0	0	9,590
Lewis, Gladys S.	141,195	24,338	23,558	9,590	141,195	0	24,338	23,558	0	0	0	9,590
Lewis, T. Reid	2,759,661	0	0	0	2,759,661	0	0	0	0	0	0	0
McAlister, Brian	0	413,743	0	0	0	0	413,743	0	0	0	0	0

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Mellen, Peter	0	0	0	0	0	70,057	0	0	0
Menzer, Warren	15,000	0	0	0	15,000	0	0	0	0
Naef, Barbara	0	0	0	160,000	0	0	0	0	160,000
Naef, Frederick E. III	2,759,661	0	0	200,000	2,759,661	0	0	0	200,000
Nelson, Lorin	16,380	0	0	0	16,380	0	0	0	0
Newberry, Robert D. Jr.	260,000	0	0	0	260,000	0	0	0	0
Overby, Walter	22,400	0	0	0	22,400	0	0	0	0
Padwa, Gideon	0	48,676	0	0	0	48,676	0	0	0
Padwa, Mariner	0	48,676	0	0	0	48,676	0	0	0
Padwa, Melissa	0	140,115	0	0	0	140,115	0	0	0
Pisces Fund	0	0	0	800,000	0	0	0	0	800,000
Polaris L.P.	0	1,751,436	3,502,872	900,000	0	1,751,436	3,502,872	0	900,000
Puttick, John	0	0	0	200,000	0	0	0	0	200,000
Regnier, Scott D.	180,000	0	0	0	180,000	0	0	0	0
Rice, John	75,000	0	0	0	75,000	0	0	0	0
Ryan, Terence P.	37,360	0	0	0	37,360	0	0	0	0
Spencer, Quentin R.	638,864	0	0	0	638,864	0	0	0	0
Stokely, David K.	2,597,161	0	28,023	0	2,597,161	28,023	0	0	0
Stribley, Blair	0	83,705	26,944	0	0	83,705	26,944	0	0
Sword, Eric R.	45,000	0	0	0	45,000	0	0	0	0
T Draper Living Trust	0	350,287	80,854	2,100,000	0	350,287	80,854	2,100,000	0
Transphere International	100,000	0	0	0	100,000	0	0	0	0
Grand Total	12,692,139	6,215,849	7,787,066	5,429,248	12,692,139	6,215,849	7,787,066	5,429,248	5,429,248

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GroupLogic, Inc.
Option Holders

Option Holder	Outstanding Vested Options	Outstanding Unvested Options	Options Already Exercised	Options Exercised & Repurchased	Unallocated Reserve	Total
Andrieu, Marcelo	42,300	15,000	15,000	-	-	72,300
Benish, Summer	12,000	53,000	-	-	-	65,000
Broderick, Christopher	761,250	2,283,750	-	-	-	3,045,000
Buige, Kristy	20,000	15,000	-	-	-	35,000
Cantrell, Betsy	20,000	15,000	-	-	-	35,000
Casey, Heather	-	-	5,800	-	-	5,800
Chernikov, Andrew	40,000	16,250	-	-	-	56,250
Cody, Peter	-	-	49,720	61,580	-	111,300
Collins, Michael	12,000	24,250	-	-	-	36,250
Ellison, David	145,000	290,000	-	-	-	435,000
Furtman, Eugene	12,000	24,250	-	-	-	36,250
Gruppenhoff, Robert	40,000	15,000	-	-	-	55,000
Hijazi, Bashar	61,300	26,000	37,300	-	-	124,600
Hill, Douglas	-	-	337,252	440,748	-	778,000
Kim, Charles	55,000	30,000	-	-	-	85,000
Korahais, Dimitri	49,500	10,000	214,000	-	-	273,500
Kosem, Brian	55,000	50,000	-	-	-	105,000
La Clair, Colleen	20,000	15,000	-	-	-	35,000
Lewis, Andrew M., III	1,979,250	-	631,250	368,750	-	2,979,250
Lewis, Hilary	12,000	24,250	-	-	-	36,250
Lewis, T. Reid	1,979,250	-	1,000,000	-	-	2,979,250
Lofgren, Anders	940,000	-	-	-	-	940,000
Longfellow, Jamie	55,000	55,000	-	-	-	110,000
Malone, John*	580,000	1,160,000	-	-	-	1,740,000
Menzer, Warren	42,300	52,700	15,000	-	-	110,000
Maef, Frederick E., III	1,979,250	-	1,000,000	-	-	2,979,250
Nelson, Larrin	-	-	16,380	-	-	16,380

Newberry, Robert	-	-	260,000	-	-	260,000
Overby, Walter	-	-	22,400	-	-	22,400
Pearce, Greg	12,000	24,250	-	-	-	36,250
Qureshi, Fahad	4,000	31,000	-	-	-	35,000
Regnier, Scott	-	-	180,000	-	-	180,000
Rice, John	71,300	16,250	75,000	-	-	162,550
Ryan, Terence	-	-	37,360	-	-	37,360
Smith, Ornika	22,300	7,700	-	-	-	30,000
Stokely, David	1,979,250	-	1,000,000	-	-	2,979,250
Sword, Eric	-	-	45,000	215,000	-	260,000
Townsend, Joshua	16,000	69,000	-	-	-	85,000
Ulmer, Brian	20,000	15,000	-	-	-	35,000
<u>Unallocated Reserve</u>	-	-	-	-	1,810,060	1,810,060
Totals	11,037,250	4,337,650	4,941,462	1,086,078	1,810,060	23,212,500

* 870,000 shares of Malone's options are granted based on the company reaching a milestone of a specific valuation, which hasn't been met yet.

EXHIBIT B

ARTICLES OF MERGER

merging

GROUP LOGIC, INC.,
a Virginia corporation

into

GROUPLAGIC, INC.,
a Delaware corporation

To the State Corporation Commission
Commonwealth of Virginia

Pursuant to the provisions of the Virginia Stock Corporation Act governing the merger of a domestic corporation authorized by law to issue shares with and into a foreign corporation authorized by law to issue shares, the corporations named below do hereby submit the following Articles of Merger:

1. The names of the merging corporations are Group Logic, Inc., which is a corporation authorized by law to issue shares, organized under the laws of the Commonwealth of Virginia ("*Group Logic-VA*"), and GroupLogic, Inc., which is a corporation authorized by law to issue shares, organized under the laws of the State of Delaware ("*GroupLogic-DE*").

2. Annexed to these articles as *Exhibit A* and made a part of these articles is the Agreement and Plan of Reorganization merging Group Logic-VA with and into GroupLogic-DE as approved by resolution of the Board of Directors of each of such corporations.

3. The Agreement and Plan of Reorganization was submitted to the shareholders of Group Logic-VA by the Board of Directors of Group Logic-VA in accordance with the provisions of the Virginia Stock Corporation Act. The Board of Directors did not condition such submission on any basis. Holders of Common Stock, Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock were each entitled to vote on the Agreement and Plan of Reorganization as a separate voting group. The designation, the number of outstanding shares, and the number of votes entitled to be cast by such voting group with respect to the Agreement and Plan of Reorganization, are as follows:

Designation	Number of Shares Outstanding	Number of Votes
Common Stock	12,707,139	12,707,139
Series A Preferred Stock	6,215,849	6,215,849
Series B Preferred Stock	7,787,066	7,787,066
Series C Preferred Stock	5,429,248	5,429,248

The total number of votes cast for the Agreement and Plan of Reorganization by each such voting group is referenced above and the total number of shares cast against the Agreement and Plan of Merger is zero.

The number of votes cast for the Agreement and Plan of Reorganization by each such voting group was sufficient for approval by each such voting group. The holders of the Common Stock, Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock were the only holders entitled to vote for the merger.

4. The One Hundred (100) shares of common stock issued and outstanding of GroupLogic-DE owned by Group Logic-VA will be voided upon consummation of the merger.

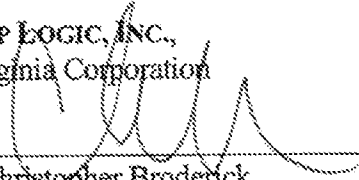
5. The laws of the jurisdiction of organization of GroupLogic-DE permit the merger of a corporation authorized by law to issue shares of another jurisdiction with and into a corporation authorized by law to issue shares of the jurisdiction of organization of GroupLogic-DE; and the merger of Group Logic-VA with and into GroupLogic-DE is in compliance with the laws of the jurisdiction of organization of GroupLogic-DE.

6. GroupLogic-DE does hereby appoint the Clerk of the State Corporation Commission of the Commonwealth of Virginia as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Group Logic-VA, and does hereby agree that it will promptly pay to the dissenting shareholders of Group Logic-VA the amount, if any, to which they are entitled under the provisions of Article 15 of the Virginia Stock Corporation Act.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, each of GROUP LOGIC, INC., a Virginia corporation, and GROUPLOGIC, INC., a Delaware corporation, has caused these Articles of Merger 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

GROUPLOGIC, INC.,
a Delaware Corporation

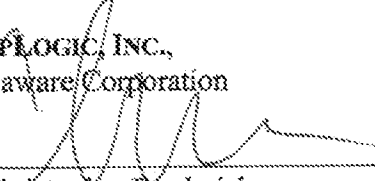
By: 
Christopher Broderick
Chief Executive Officer

EXHIBIT C
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 Group Logic, 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 April 13, 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,

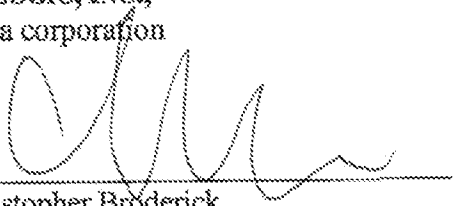
Arlington, Virginia 22201, and a copy of such agreement will be furnished, without cost, at the request of any stockholder of the constituent corporations.

[SIGNATURE PAGE FOLLOWS]

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

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