To the Honorable Commissioner of Ps  102224560 To the Honorable Commissi	FORM PTO-1594 / RE 09-17-	2002 ET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office
To the Honorable Commissioner of Pt. 102224560 recorn the attached original documents or copy thereof.  1. Name of conveying party(ies):  Comteleo (North America) Inc.  Il Individual  Association  [X] Corporation - Georgia   Limited Partnership   Other   Additional name(s) of conveying party(ies) attached?   Yes [X] No    Il Additional name(s) of conveying party(ies) attached?   Yes [X] No    Il Change of Name   Individual(s) citizenship   IX   Wisconsin Corporation    Il Assignment:  IX] Merger   General Partnership   General Partnership   III   United P	(Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)	
2. Name and address of receiving party(ies)  Comteleo (North America) Inc.  [] Individual  Association  [] XI Corporation - Georgia  [] Limited Partnership  [] Other  Additional name(s) of conveying party(ies) attached?   Yes [X] No  Additional name(s) of conveying party(ies) attached?   Yes [X] No  [] Change of Name  [] Assignment:  [] Change of Name  [] Assignment:  [] Change of Name  [] Assignment:  [X] Merger  [] Security Agreement  [X] Other - Corrective Assignment to Correct the Nature of Conveyance from "Subscription and Contribution Agreement Dated December 31, 2001" to "MERGER"  4. Application number(s) or patent number(s):  A. Trademark Application No.(s)  76/306,186  Additional numbers attached?   Yes [X] No  5. Name and address of party to whom correspondence concerning document should be mailed:  Name: Kent A. Lee, Esq.  1000 North Water Street, Suite 2100  Millwaukee, WI 53202  Street Address:  City: State: Zip:   State:   Zip:   State   Signature    DO NOT USE THIS SPACE  August 30, 2002  Pate   August 30, 2002  Signature   Date   Date   Date    August 30, 2002  Signature   Date   Date   Date    August 30, 2002  Signature   Date   Date    August 30, 2002  Signature   Date   Date    Signature   Date   Date    August 30, 2002  Signature   Date   Date    August 30, 2002  Signature   Date   Date    Signature   Date   Date    August 30, 2002  Signature   Date   Date    Signature   Date   Date    August 30, 2002  Signature   Date   Date    Signature   Date   Date    Signature   Date   Date    Signature   Date   Date    August 30, 2002  Signature   Date   Date    Signature   Date   Date    August 30, 2002  Signature   Date   Date    Signature   Date   Date    August 30, 2002  August 30, 2002  August 30, 2002  Signature   Date   Date    August 30, 2002	10000	7036
Controlco (North America) Inc.    Individual	To the Honorable Commissioner of Pa	
Individual   Association   Street Address:   1841 Bourbon Road   City: Cross Plains   State:   WI   Zip: 53528   Street Address:   1841 Bourbon Road   City: Cross Plains   State:   WI   Zip: 53528   Street Address:   1841 Bourbon Road   City: Cross Plains   State:   WI   Zip: 53528   City: Cross Plains   Concentration   Concentrat	1. Name of conveying party(ies):	
Association	Comtelco (North America) Inc.	
X  Corporation - Georgia   Limited Partnership   Other	13	
Additional name(s) of conveying party(ies) attached?	[X] Corporation - Georgia [] Limited Partnership	
X  Wisconsin Corporation     General Partnership   Limited Partnership   Under Porrective Passignment   Merger   The suggest is not durincible in the United States, a domestic representative designation in attached:   Divertify   Designation in attached:   Divertify   Designation in attached:   Divertify   Designation must be recorded with required cover sheet, attachments, and document:   Divertify   Designation   Divertify   Designation   Divertify   Designation   Divertify   D		
3. Nature of conveyance:  [] Change of Name  [] Assignment:  [X] Merger  [] Security Agreement  [X] Other - Corrective Assignment to Correct the Nature of Conveyance from "Subscription and Contribution Agreement Dated December 31, 2001" to "MERGER"  4. Application number(s) or patent number(s):  A. Trademark Application No.(s)  Additional numbers attached?   Yes   No   No   No   No   No   No   No   N	Additional name(s) of conveying party(ies) attached? U Yes [X] No	
[] Change of Name [] Assignment:  [X] Merger  □ Security Agreement  [X] Other - Corrective Assignment to Correct the Nature of Conveyance from "Subscription and Contribution Agreement Dated December 31, 2001" to "MERGER"  4. Application number(s) or patent number(s):  A. Trademark Application No.(s)  76/306,186  Additional numbers attached?    Yes [x] No    S. Name and address of party to whom correspondence concerning document should be mailed:   Name: Kent A. Lee, Esq.	2. Nature of conveyence:	<b>4</b> * *
Assignment:	•	
Security Agreement   Securit		
Security Agreement   [X] Other - Corrective Assignment to Correct the Nature of Conveyance from "Subscription and Contribution Agreement Dated December 31, 2001" to "MERGER"    4. Application number(s) or patent number(s):		
X   Other - Corrective Assignment to Conveyance from "Subscription and Contribution Agreement Dated December 31, 2001" to "MERGER"	• •	(Designations must be a separate document from assignment)
Agreement Dated December 31, 2001" to "MERGER"  4. Application number(s) or patent number(s): A. Trademark Application No.(s)  76/306.186  Additional numbers attached?  Yes [x] No  5. Name and address of party to whom correspondence concerning document should be mailed:  Name: Kent A. Lee, Esq.  Internal Address: Reinhart Boerner Van Deuren s.c. 1000 North Water Street, Suite 2100  Milwaukee, WI 53202  Street Address: Zip:  18-0882  (Attach duplicate copy of this page if paying by deposit account)  DO NOT USE THIS SPACE  9. Statement and signature.  To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.  Kent A. Lee  August 30, 2002  Name of Person Signing  Signature Total number of pages including cover sheet, attachments, and document:  [6]		71
A. Trademark Application No.(s)  Additional numbers attached?	Agreement Dated December 31, 2001" to "MERGER"	
5. Name and address of party to whom correspondence concerning document should be mailed:  Name: Kent A, Lee, Esq.  Internal Address: Reinhart Boerner Van Deuren s.c. 1000 North Water Street, Suite 2100 Milwaukee, WI 53202  Street Address: City: State: Zip: 8. Deposit account number:  18-0882 (Attach duplicate copy of this page if paying by deposit account)  DO NOT USE THIS SPACE  9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.  Kent A, Lee Name of Person Signing Signature Total number of applications and registrations involved: 2. 2. 2. 2. 2. 2. 2. 2. 2. 2. 2. 2. 2.		B. Trademark Registration No.(s)
5. Name and address of party to whom correspondence concerning document should be mailed:  Name: Kent A. Lee, Esq. Internal Address: Reinhart Boerner Van Deuren s.c. 1000 North Water Street, Suite 2100 Milwaukee, WI 53202  Street Address: City: State: Zip: 8. Deposit account number:  18-0882 (Attach duplicate copy of this page if paying by deposit account)  DO NOT USE THIS SPACE  9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.  Kent A. Lee Name of Person Signing Signature Total number of applications and registrations involved:	76/306,186	v ·
Name: Kent A. Lee, Esq. Internal Address: Reinhart Boerner Van Deuren s.c. 1000 North Water Street, Suite 2100 Milwaukee, WI 53202  Street Address: City: State: Zip: 8. Deposit account number: 18-0882 (Attach duplicate copy of this page if paying by deposit account)  DO NOT USE THIS SPACE  9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.  Kent A. Lee Name of Person Signing Total number of pages including cover sheet, attachments, and document: [6]  893821		ached? Li res [X] No
Internal Address: Reinhart Boerner Van Deuren s.c.  1000 North Water Street, Suite 2100  Milwaukee, WI 53202  Street Address: City: State: Zip:  BONOT USE THIS SPACE  Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.  Kent A. Lee August 30, 2002  Name of Person Signing Signature Date  Total number of pages including cover sheet, attachments, and document: [6]  893821		6. Total number of applications and registrations involved:
Street Address:   State:   Zip:   Statement and signature.		7. Total fee (37 CFR 3.41)\$40.00
Milwaukee, WI 53202   [] Authorized to be charged to deposit account   [X] Any Deficiencies in Enclosed Fee should be charged to our Deposit Account.    Street Address:		1 7 7
City: State: Zip:		
City: State: Zip: 18-0882  (Attach duplicate copy of this page if paying by deposit account)  DO NOT USE THIS SPACE  9. Statement and signature.  To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.  Kent A. Lee Name of Person Signing  Signature  Total number of pages including cover sheet, attachments, and document: [6]  893821  Mail documents to be recorded with required cover sheet information to:		1 * 4 *
9. Statement and signature.  To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.  Kent A. Lee Name of Person Signing Signature Total number of pages including cover sheet, attachments, and document:  [6]  [893821  Mail documents to be recorded with required cover sheet information to:		8. Deposit account number:
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Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and document:    893821	To the best of my knowledge and belief, the foregoing in copy of the original document.	August 30, 2002
893821  Mail documents to be recorded with required cover sheet information to:	Name of Person Signing Signature	
Mail documents to be recorded with required cover sheet information to:		over succe, auacuments, and document.
Commissioner of Patents & Trademarks, Box Assignments	Mail documents to be recorded w	ith required cover sheet information to:

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FORM PTO-1594 RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE Part and Designant Office			
(Rev. 603) TD A NFM A DKS (INT.V			
Class No. 0651-0011 (csp. 494)  Tab mettings ⇔ ⇔ 7036, 7037, 7038, 7039			
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.			
1. Name of conveying party(ies):	Name and address of receiving party(ies)		
Countelco (North America) Inc.	Name: InnOvation Technologies Worldwide, Inc.		
[] Individual	Interest Address:		
Association  ON Composition - Georgia 11 Limited Partnership	Street Address: 1841 Bourbon Road		
[X] Corporation - Georgia [] Limited Partnership [] Other	City: Cross Plains State: WI Zip: 53528		
Additional name(s) of conveying party(iss) ettached? [] Yes [X] No	D Individual(s) citizenship _		
Managed manages of Courtes and President States	[X] Wisconsin Corporation		
3. Nature of conveyance:	[] General Partnership		
<u>-</u>	D Limited Partnership		
Change of Name Sassignment:	[] □ Other		
1) Merger	Managemen is yest dominified in the Utrited States, a domestic representative		
Security Agreement	designation is naturabed: C Yes II No. (Designations ment be a supersist decreases fates assignments).		
[X] Other - Subscription and Contribution Agreement	Additional manus(s) de address (se) student? D Year [k] No		
Dated December 31, 2001			
4. Application number(s) or patent number(s):  A. Trademark Application No.(s)  76/306,184 76/306,185  76/306,186 76/306,187	H. Trademark Registration No.(2)		
Additional mumbers attached?   Yes [X] No			
<ol> <li>Name and address of party to whom correspondence concerning document should be mailed:</li> </ol>	6. Total number of applications and registrations involved:		
Name: Kent A. Lee, Esq.	7. Total fee (37 CFR 3.41)		
Internal Address: Reinhart, Boerner, Van Deuren s.c.	[] Enclosed		
1000 North Water Street, Suite 2100	[X] Authorized to be charged to deposit account		
Milwankes, WI 53202	[X] Any Deficiencies in Enclosed Fee should be		
	charged to our Deposit Account.		
Street Address:	8. Deposit account manber:		
City: State: Zip;	18-0882		
	(Attach duplicate copy of this page if paying by deposit account)		
DO NOT USE THIS SPACE			
9. Statement and signature.  To the best of my lonowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.			
Maria A Royal Sansana			
Michele L. Dietz.  Name of Person Signing  Signature  Date			
	Total number of pages including cover sheet, attachments, and document: [6]		
255233			

Mail documents to be received with required cover sheet inde Commissioner of Petents & Tredemerks, Box Anagus Washington, D.C. 34231

#### SUBSCRIPTION AND CONTRIBUTION AGREEMENT

THIS SUBSCRIPTION AND CONTRIBUTION AGREEMENT is effective as of December 31, 2001 by and between INNOVATION TECHNOLOGIES WORLDWIDE, INC., a Wisconsin corporation ("ITW") and COMTELCO (NORTH AMERICA) INC., a Georgia corporation ("ComTelco NA").

#### RECITALS

- A. ITW is a newly formed Wisconsin corporation. ComTelco International Inc. ("ComTelco INT") will be the sole stockholder of ComTelco NA.
- B. ComTelco NA owns certain personal and intellectual property and other tangible and intangible assets and is party to certain licenses and other contracts all of which are used in the business of developing, marketing and selling voice technologies and associated computer hardware and software which assets include but are not limited to all of the assets and business of the former InnOvation Voice Technologies, Inc. ("IVT") acquired by ComTelco NA pursuant to a Plan of Merger and Reorganization dated July 23, 2000 among ComTelco INT, ComTelco NA, and IVT and the shareholders of IVT (the "Business").
- C. ComTelco NA desires to subscribe for all of the shares of common stock in ITW and, in consideration thereof, contribute the assets and assign the contracts described above subject to certain liabilities to be assumed by ITW. ITW is willing to issue all of its shares of common stock to ComTelco NA and assume certain liabilities of ComTelco NA in consideration of ComTelco NA's contribution of such assets and assignment of contracts.

#### **AGREEMENTS**

In consideration of the premises and the mutual agreements herein contained, the parties agree as follows:

1. Contribution of Assets. Subject to the terms and conditions of this Agreement, ComTelco NA shall contribute and convey to ITW, free and clear of all claims, liens and encumbrances other than security interests held by the State Bank of Cross Plains and Douglas F. Schwartz, and ITW shall accept from ComTelco NA as a contribution to ITW's capital, as of the Closing Date (as defined below), the Business and all of ComTelco NA's right and title to and interest in all assets, properties and rights of ComTelco NA of every kind and nature, wherever located, including, without limitation, all of the former assets of IVT and the following assets of ComTelco NA except for the excluded assets as described in Section 2 hereof (the "Contributed Assets"):

TRADEMARK REEL: 002582 FRAME: 0230

- (a) <u>Personal Property</u>. All equipment, fixtures, furniture, furnishings, leasehold improvements and other personal property.
- (b) Contracts. All rights under (including, without limitation, all right to receive goods and services and to assert claim and to take other action with respect to breaches, defaults and other violations pursuant to) all contracts, agreements and commitments, including but not limited to all insurance policies, (the "Assumed Contracts").
- (c) Intangible Assets. All right, title and interest in and to all goodwill, patents, licenses, trade names, assumed names, trademarks, service marks, copyrights, applications and registrations for the foregoing, in each case with the goodwill associated therewith, trade secrets, confidential information, formulas, processes, techniques, know-how, causes of action and all other intangible assets.
- (d) <u>Lic</u>enses and Permits. All rights in all government licenses, approvals, permits and authorizations (and any applications for the foregoing).
  - (e) Inventory. All inventories, including supplies.
- (f) Records and Documents. All records, computer software and documents, computer source codes, books, supplier, customer lists (together with all sales histories, prior solicitations and bill results and all open order or bill files, backlog and sales leads and all other sales and marketing information), work orders, credit information and correspondence, drawings, financial information and all other records and documents.
- (g) <u>Bank Accounts</u>. All checking, savings and other bank accounts including the cash balances thereof.
- 2. <u>Assets Excluded</u>. The Contributed Assets shall not include and except (i) any of ComTelco NA's rights relating to the trademarks, trade names, servicemarks, trade secrets of ComTelco INT, including the designation of "ComTelco" or to any designation of products of ComTelco NA's European affiliates and the ComTelco ASP files on Schedule 2, attached hereto; and (ii) any of the rights existing pursuant to the contracts referenced in sections 3(a)(i), (ii), (v) and (vi), below.
- 3. <u>Assumed Liabilities</u>. Subject to the terms and conditions of this Agreement, and as partial consideration for the Contributed Assets, ITW shall, as of Closing, assume and agree to pay, perform and discharge when due the following (the "Assumed Liabilities"):
- (a) All liabilities and obligations of ComTelco NA disclosed in the "InnOvation Technologies Worldwide, Inc." column on the most recent General Ledger Trial Balance of ComTelco NA, a copy of which is attached hereto as Exhibit A; except that ITW shall not assume, and shall not incur any liability or obligation relating to the following, whether or not appearing on such balance sheet:

2

### RECEIVED

DEC 2 6 2001
WISCONSIN
DFI

## ARTICLES OF INCORPORATION OF INNOVATION TECHNOLOGIES TUDRUDUNE, INC.

The undersigned, acting as the incorporator of a corporation under Chapter 180, Wisconsin Statutes, adopts the following Articles of Incorporation for such corporation:

#### **ARTICLE I**

The Corporation is incorporated under Chapter 180, Wisconsin Statutes.

# STATE OF WISCONSIN FILED DEC 27 2001 DEPAREMENT OF FINANCIAL INSTITUTIONS

#### ARTICLE II

The name of the Corporation is InnOvation Technologies Novldwide Inc.

#### ARTICLE III

The aggregate number of shares which the Corporation shall be authorized to issue is 2,000,000 consisting of one class only, designated as "Common Stock," with a par value of \$.01 per share.

#### ARTICLE IV

The address of the initial registered office of the Corporation is 1000 North Water Street, Suite 2100, Milwaukee, Wisconsin 53202 and the name of its initial registered agent at such address Subsidiary Service, Inc.

WI-DFI CORP I 020216

TRADEMARK

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MW412172LTW:RH 12/26/01

#### ARTICLE V

The number of directors constituting the initial Board of Directors shall be such number as is fixed, from time to time, in the manner prescribed by the By-Laws.

#### ARTICLE VI

The name and address of the incorporator are:

Douglas F. Schwartz 1841 Bourban Road Cross Plains, WI 53528

#### ARTICLE VII

Any action required to be taken at a meeting of the shareholders of the Corporation, or any other action which may be taken at a meeting of the shareholders of the Corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by shareholders who would be entitled to vote at a meeting those shares with voting power to cast not less than the minimum number or, in the case of voting by voting groups, numbers of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote were present and voted.

Executed this 26th day of December, 2001.

INCORPORATOR:

Douglas F. Schwartz

2

MW/812372LTW;RH 12/26/01

This instrument was drafted by James A. Pellegrini, Esq.

Please return this document to:

Kathleen D. Mintner, Paralegal Reinhart, Boerner, Van Deuren, Norris & Rieselbach, s.c. 1000 North Water Street, Suite 2100 P.O. Box 2965. Milwaukee, WI 53201-2965

**RECORDED: 09/09/2002** 

**TRADEMARK REEL: 002582 FRAME: 0234**