

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/20/2000

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Telecomp Computer Systems, Inc.		03/20/2000	CORPORATION: CONNECTICUT

**RECEIVING PARTY DATA**

Name:	Icarz, Inc.
Street Address:	3 Wing Drive
City:	Cedar Knolls
State/Country:	NEW JERSEY
Postal Code:	07927
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1450580	AUTOEASE

**CORRESPONDENCE DATA**

Fax Number: (203)226-8025  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 203-222-0885  
 Email: echansky@levettrrockwood.com  
 Correspondent Name: Edward B. Chansky, Esq.  
 Address Line 1: 33 Riverside Avenue  
 Address Line 4: Westport, CONNECTICUT 06880

NAME OF SUBMITTER:	Edward B. Chansky
Signature:	/s/Edward B. Chansky
Date:	01/06/2005

OP \$40.00 1450580

Total Attachments: 4  
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**CERTIFICATE OF MERGER**

**OF**

**TELECOMP COMPUTER SYSTEMS, INC.**

**WITH AND INTO**

**ICARZ, INC.**

To the Secretary of the State  
State of Connecticut

Pursuant to the provisions of the Connecticut Business Corporation Act (the "CBCA"), the domestic business corporation and the foreign business corporation hereinafter named do hereby submit the following Certificate of Merger:

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Telecomp Computer Systems, Inc., a Connecticut stock corporation ("Telecomp"), with and into icarz, inc., a Delaware corporation ("icarz"), as adopted by unanimous written consent of the Board of Directors of Telecomp dated as of March 16, 2000, and as adopted by written consent of the Sole Director of icarz dated as of March 16, 2000.

2. In respect of Telecomp, the designation, the number of outstanding shares, and the number of votes entitled to be cast by the sole voting group entitled to vote on the Plan of Merger herein provided for, are as follows:

- (a) Designation of shares of voting group: Common Stock
- (b) Number of outstanding shares of voting group: 187,98358
- (c) Number of votes of voting group entitled to be cast on the Plan of Merger: 187,98358

3. In respect of Telecomp, the total number of votes cast for and against the Plan of Merger herein provided for by the sole voting group entitled to vote on the said Plan of Merger is as follows:

- (a) Designation of shares of voting group: Common Stock
- (b) Number of votes of voting group cast for the Plan of Merger: 187,98358
- (c) Number of votes of voting group cast against the Plan of Merger: None

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SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

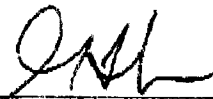
4. The said number of votes cast for the said merger was sufficient for the approval thereof by the said voting group.

5. The merger of Telecomp with and into icarz is permitted by the laws of the jurisdiction of organization of icarz and has been authorized in compliance with said laws.

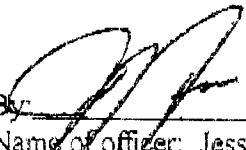
6. The effective time and date in the State of Connecticut of the merger herein provided for shall be upon the filing of this Certificate of Merger with the Secretary of the State of Connecticut.

Executed on March 20, 2000

TELECOMP COMPUTER SYSTEMS, INC.

By:   
Name of officer: George Thanasides  
Title of officer: President / CEO

ICARZ, INC

By:   
Name of officer: Jesse Hermann  
Title of officer: President

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SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

PLAN OF MERGER adopted by Telecomp Computer Systems, Inc., a business corporation organized under the laws of the State of Connecticut ("Telecomp"), by resolution of its Board of Directors by unanimous written consent dated as of March 16, 2000, and adopted by icarz, inc., a business corporation organized under the laws of the State of Delaware ("icarz"), by resolution of its Sole Director by written consent dated as of March 16, 2000.

1. Telecomp and icarz shall, pursuant to the provisions of the CBCA and the provisions of the laws of the jurisdiction of organization of icarz, be merged with and into a single corporation, to wit, icarz, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Telecomp, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the CBCA.

2. The Certificate of Incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation; 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 laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. At the effective time of the merger certain shareholders of the non-surviving corporation immediately prior to the merger shall receive cash consideration in exchange for the sale of all of their respective shares of common stock in the non-surviving corporation to the surviving corporation; certain shareholders of the non-surviving corporation will receive cash consideration for the sale of a portion of their shares of common stock of the non-surviving corporation and will receive shares of common stock of the surviving corporation in exchange for the contribution of such shareholder's remaining shares of common stock of the non-surviving corporation to the surviving corporation; and the remaining shareholders owning shares of common stock of the non-surviving corporation immediately prior to the merger shall receive shares of common stock of the surviving corporation in exchange for the common stock of the non-surviving corporation contributed by each such shareholder to the surviving corporation.

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CONNECTICUT SECRETARY OF THE STATE

The issued shares of common stock of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger, herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the CBCA, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the CBCA, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Connecticut and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

*[Faint, illegible text, possibly a signature or stamp]*

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*Rec + CC*  
DATA REPORTING CORP.  
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East Hartford, CT 06109-3554