

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MTM Advanced Technology, Inc.		04/01/2005	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	MTM TECHNOLOGIES, INC.
Street Address:	850 Canal Street
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06902
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2721382	DNA NETSENSOR DATAVOX NETWORK ASSURANCE

CORRESPONDENCE DATA

Fax Number: (415)369-8731
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (415) 369-7367
 Email: trademark@thelenreid.com
 Correspondent Name: Becky L. Troutman
 Address Line 1: Thelen Reid & Priest LLP
 Address Line 2: P.O. Box 190187
 Address Line 4: San Francisco, CALIFORNIA 94119-0187

NAME OF SUBMITTER:	Becky L. Troutman
Signature:	/Becky L. Troutman/
Date:	04/15/2005

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Total Attachments: 4

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State of New York }
Department of State } SS:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **April 01, 2005**



A handwritten signature in black ink, appearing to read "R. M. ...", is written over the printed title.

Secretary of State

DOS-200 (Rev. 03/02)

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CERTIFICATE OF MERGER

OF

DATA.COM RESULTS, INC.
(a New York corporation),

MTM ADVANCED TECHNOLOGY, INC.
(a New York corporation),

AND

PTI CORPORATION
(a Delaware corporation),

INTO

MTM TECHNOLOGIES, INC.
(a New York corporation)

Under Section 905 of the Business Corporation Law

It is hereby certified by the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporations named herein as the subsidiary corporations into said surviving corporation.

SECOND: The laws of the jurisdictions of incorporation of the corporations named herein as the subsidiary corporations permit a merger of the kind certified herein.

THIRD: The name of the subsidiary corporations to be merged are i) Data.com Results, Inc., which was organized under the laws of the State of New York, on May 1, 1996, under the name Data.com Results, Inc., ii) MTM Advanced Technology, which was organized under the laws of the State of New York, on August 19, 1986, under the name Richard Young Products North, Inc. and iii) PTI Corporation, which was organized under the laws of the State of Delaware, on May 26, 1999.

FOURTH: The name of the surviving corporation, is MTM Technologies, Inc., which was organized under the laws of the State of New York, on May 12, 1986, under the name Micros To Mainframes Inc.

FIFTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

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Name of Subsidiary	Designation	Number of Shares
Data.Com Results, Inc.	Common Stock	1,000
PTI Corporation	Common Stock	3,000
MTM Advanced Technology, Inc.	Common Stock	200

SIXTH: The merger of the subsidiary corporations into the surviving corporation has been authorized under the laws of the jurisdiction of incorporation of the subsidiary corporations.

SEVENTH: The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be the 1st day of April, 2005.

Signed on March 31, 2005

By: /s/ John F. Kohler

Name: John F. Kohler

Title: Executive Vice President & General Counsel

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Under Section 905 of the Business Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE

APR 01 2005

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BY:

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Filed by Nicole Piazza
(Name)
Thelen Reid & Priest LLP, 875 Third Avenue
(Mailing address)
New York, NY 10022
(City, State and Zip code)
CeSt. Ref # 289536

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