

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/19/2005		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Home Watch, LLC		08/19/2005	LIMITED LIABILITY COMPANY: FLORIDA
<b>RECEIVING PARTY DATA</b>			
Name:	Braden Acquisition, LLC		
Street Address:	88 Rowland Way		
Internal Address:	Suite 300		
City:	Novato		
State/Country:	CALIFORNIA		
Postal Code:	94945		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Serial Number:	75483592	RESPONSE LINK	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(617)523-1231		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617-570-1000		
Email:	tadmin@goodwinprocter.com		
Correspondent Name:	Julie C. Grundman		
Address Line 1:	53 State Street, Exchange Place		
Address Line 2:	Goodwin Procter LLP		
Address Line 4:	Boston, MASSACHUSETTS 02109		
ATTORNEY DOCKET NUMBER:	103583/159169		
NAME OF SUBMITTER:	Julie C. Grundman, Esq.		

CH \$40.00 75483592

Signature:	/Julie C. Grundman, Esq./
Date:	10/18/2005
<b>Total Attachments: 14</b> source=HomeWatch LLC into Braden Acquisition LLC Certificate of Merger#page1.tif source=HomeWatch LLC into Braden Acquisition LLC Certificate of Merger#page2.tif source=HomeWatch LLC into Braden Acquisition LLC Certificate of Merger#page3.tif source=HomeWatch LLC into Braden Acquisition LLC Certificate of Merger#page4.tif source=Florida Articles of Merger#page1.tif source=Florida Articles of Merger#page2.tif source=Florida Articles of Merger#page3.tif source=Florida Articles of Merger#page4.tif source=Florida Articles of Merger#page5.tif source=Florida Articles of Merger#page6.tif source=Florida Articles of Merger#page7.tif source=Florida Articles of Merger#page8.tif source=Florida Articles of Merger#page9.tif source=Florida Articles of Merger#page10.tif	

# Delaware

PAGE 1

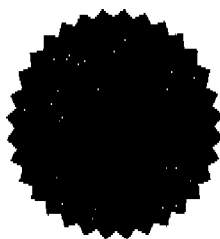
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HOMEWATCH, LLC", A FLORIDA LIMITED LIABILITY COMPANY,  
WITH AND INTO "BRADEN ACQUISITION, LLC" UNDER THE NAME OF  
"BRADEN ACQUISITION, LLC", A LIMITED LIABILITY COMPANY ORGANIZED  
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS  
RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF AUGUST,  
A.D. 2005, AT 3:24 O'CLOCK P.M.

4014687 8100M

050687684



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4104745

DATE: 08-19-05

TRADEMARK  
REEL: 003176 FRAME: 0789

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:27 PM 08/19/2005  
FILED 03:24 PM 08/19/2005  
SRV 050687684 - 4014687 FILE

**CERTIFICATE OF MERGER**

**MERGING**

**HOMEWATCH, LLC,**  
a Florida limited liability company

**WITH AND INTO**

**BRADEN ACQUISITION, LLC,**  
a Delaware limited liability company

Pursuant to Sec. 608.4382 of the Florida Limited Liability Company Act and Sec. 18-209 of the Delaware Limited Liability Company Act, the undersigned surviving limited liability company submits the following Certificate of Merger for filing and certifies that:

**FIRST:** That the name and jurisdiction of formation or organization of each of the entities which are to merge are:

<u>Name</u>	<u>State of Organization</u>
HomeWatch, LLC	Florida
Braden Acquisition, LLC	Delaware

**SECOND:** That an Agreement of Merger providing for the merger (the "Merger") of HomeWatch, LLC ("HomeWatch"), a Florida limited liability company with and into Braden Acquisition, LLC, a Delaware limited liability company (the "Surviving LLC") has been approved and executed by each of HomeWatch and the Surviving LLC in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act.

**THIRD:** That the name of the surviving limited liability company of the Merger is "Braden Acquisition, LLC".

**FOURTH:** That the executed Agreement of Merger is on file at the office of the Surviving LLC, the address of which is 88 Rowland Way, Suite 300, Novato, CA 94945.

**FIFTH:** That a copy of the Agreement of Merger will be provided by the Surviving LLC, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

**SIXTH:** That this Certificate of Merger shall be effective upon filing of this Certificate with the Secretary of State of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 19<sup>th</sup> day of August, 2005, and is being filed in accordance with Section 18-209 of the Delaware Limited Liability Company Act by an authorized person of the Surviving LLC.

BRADEN ACQUISITION, LLC

By: Braden Partners, L.P., its sole member

By: Braden Management Corporation, its general partner

By:   
Name: Peter Kelly  
Title: Chief Executive Officer

LBC02837561

**CT CORPORATION**

August 22, 2005

Sheila Cassidy  
Goodwin Procter LLP  
53 State Street  
Exchange Place  
Boston MA 02109-2881

Re: Order #: 6435632 SO  
Customer Reference 1: 103583/134873  
Customer Reference 2:

Dear Sheila Cassidy:

In response to your request regarding the above referenced order, your filing(s) has been completed as indicated below:

HomeWatch, LLC (FL)  
Merger (Discontinuing Company)  
Florida  
Filing Date: August 19, 2005  
Filing Number: L99000000247

617-523-1231

If you have any questions concerning this order, please contact:

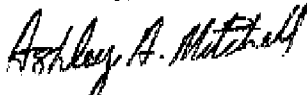
Tammy L Tofteroo  
Boston Corporate Team 1  
Phone: (617) 757-6401  
Email: Tammy\_Tofteroo@wkglobal.com

Thank you for this opportunity to be of service.

1203 Governors Square Boulevard  
Tallahassee, FL 32301-2960  
Tel. 850 222 1092  
Fax 850 222 7615

**CT CORPORATION**

Sincerely,



Ashley A Mitchell  
Tallahassee Fulfillment Team 1  
Ashley\_Mitchell@cch-lis.com

1203 Governors Square Boulevard  
Tallahassee, FL 32301-2960  
Tel. 850 222 1092  
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 22, 2005

CT CORPORATION SYSTEM

The Articles of Merger were filed on August 19, 2005, for BRADEN ACQUISITION, LLC A DELAWARE ENTITY, the surviving entity not authorized to transact business in Florida.

This document was electronically received and filed under FAX audit number H05000199952.

Should you have any further questions regarding this matter, please feel free to call (850) 245-6050, the Amendment Filing Section.

Neysa Culligan  
Document Specialist  
Division of Corporations

Letter Number: 805A00053182

Amount charged: 50.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



### ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. HomeWatch, L.L.C. 9555 Seminole Blvd. Seminole, FL 33772	Florida	Limited Liability Company
Florida Document/Registration Number: <u>L99000000247</u>		FEEI Number: <u>59-3551987</u>
2.		
Florida Document/Registration Number: _____		FEEI Number: _____
3.		
Florida Document/Registration Number: _____		FEEI Number: _____
4.		
Florida Document/Registration Number: _____		FEEI Number: _____

*(Attach additional sheet(s) if necessary)*

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Braden Acquisition, LLC 88 Rowland Way, Suite 300 Novato, CA 94945	Delaware	Limited Liability Company
Florida Document/Registration Number: <u>N/A</u>		FEEI Number: <u>20-3312896</u>

**THIRD:** The attached Plan of Merger meets the requirements of section 608.4382, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting members of each domestic limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting members of each limited liability company that is a party to the merger the amount, if any, to which they are entitled under section 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section 608.4381(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

*(Attach additional sheet(s) if necessary)*

LIBC/2564307.2



**ELEVENTH: SIGNATURES(S) FOR EACH PARTY:**

Name of Entity

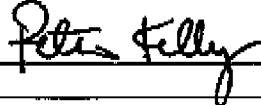
Signature(s)

Typed or Printed Name of Individual

HomeWatch, LLC

Kenneth Lucci

Braden Acquisition, LLC



Braden Partners, L.P.

By: Braden Management Corp.

By: Peter Kelly

Its: CEO

*(Attach additional sheet(s) if necessary)*

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4381 is being submitted in accordance with section 608.438, Florida Statutes.

**FIRST**: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
HomeWatch, LLC	Florida

**SECOND**: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Braden Acquisition, LLC	Delaware

**THIRD**: The terms and conditions of the merger are as follows:

HomeWatch, LLC, a Florida limited liability company, shall be merged with and into Braden Acquisition, LLC, a Delaware limited liability company, (the "Merger"). Following the Merger, the separate existence of HomeWatch, LLC shall cease and Braden Acquisition, LLC shall succeed to and assume all the rights and obligations of the Company in accordance with the Delaware Limited Liability Company Act and Florida Limited Liability Company Act. The consideration to be received by the members of HomeWatch, LLC consists of partnership interests in Braden Partners, L.P., the sole member of Braden Acquisition, LLC, and cash.

*(Attach additional sheet(s) if necessary)*

LIBC/2564307.2

**FOURTH:**

- A. The manner and basis of converting the interest, shares, obligations or other securities of each merged party into the interest, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The aggregate proceeds from the merger shall be distributed to the members of HomeWatch, LLC pro rata in proportion to such members' ownership of HomeWatch, LLC.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

*(Attached additional sheet(s) if necessary)*

LIBC/2564307.2

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

If General Partner is a Non-Individual,

Name(s) and Address(es) of General Partner(s)

Florida Document/Registration Number

N/A

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated areas follows:

N/A

**EIGHTH:** Other provisions, if any, relating to the merger:

N/A

*(Attached additional sheet(s) if necessary)*

LIBC/2564307.2