

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/11/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PakSense, Inc.		03/17/2006	CORPORATION: IDAHO

**RECEIVING PARTY DATA**

Name:	PakSense, Inc.
Street Address:	5256 Fairview Avenue
City:	Boise
State/Country:	IDAHO
Postal Code:	83706
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Serial Number:	78718347	PAKSENSE
Serial Number:	78657080	TXI
Serial Number:	78443351	PAKSENSE

**CORRESPONDENCE DATA**

Fax Number: (612)335-1657  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 612-335-1448  
 Email: eric.paulsrud@leonard.com  
 Correspondent Name: Eric D. Paulsrud  
 Address Line 1: 150 South 5th Street  
 Address Line 2: Suite 2300  
 Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	62733.00001
-------------------------	-------------

OP \$90.00 78718347

NAME OF SUBMITTER:	Eric D. Paulsrud
Signature:	/Eric D. Paulsrud/
Date:	12/16/2006
<b>Total Attachments: 5</b> source=PakSense - Merger - Idaho to Delaware - 2006#page1.tif source=PakSense - Merger - Idaho to Delaware - 2006#page2.tif source=PakSense - Merger - Idaho to Delaware - 2006#page3.tif source=PakSense - Merger - Idaho to Delaware - 2006#page4.tif source=PakSense - Merger - Idaho to Delaware - 2006#page5.tif	

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:00 AM 04/11/2006  
FILED 08:00 AM 04/11/2006  
SRV 060341770 - 4127774 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
PAKSENSE, INC.  
an Idaho corporation  
WITH AND INTO  
PAKSENSE, INC.  
a Delaware corporation**

(pursuant to Section 253 of the Delaware  
General Corporation Law)

PakSense, Inc., a corporation organized and existing under the laws of the State of Idaho ("*PakSense-Idaho*" or the "*Company*"), under and in accordance with Section 253 of the Delaware General Corporation Law (the "*DGCL*"), does hereby certify:

- FIRST: That PakSense-Idaho was incorporated on January 14, 2005, pursuant to the Laws of the State of Idaho under the name PakSense, Inc.
- SECOND: That PakSense-Idaho owns all of the issued and outstanding shares of capital stock of PakSense, Inc., a corporation incorporated on March 17, 2006, pursuant to the DGCL ("*PakSense-Delaware*").
- THIRD: That PakSense-Idaho, by the resolutions of its Board of Directors attached hereto as Annex A, duly adopted as of March 17, 2006 by unanimous written consent of the directors of PakSense-Idaho pursuant to Section 30-1-821 of the Idaho Business Corporation Act, determined to and does merge itself with and into PakSense-Delaware on the conditions set forth in such resolutions, and such merger has been adopted, approved, certified, executed and acknowledged by PakSense-Idaho in accordance with the laws of the State of Idaho.

**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, PakSense-Idaho has caused this Certificate of Ownership and Merger to be signed by Paul M. Boyd, Corporate Secretary, this 17 day of March, 2006.

PAKSENSE, INC., an Idaho corporation

By: Paul M. Boyd  
Paul M. Boyd, Corporate Secretary

**ANNEX A  
TO  
CERTIFICATE OF OWNERSHIP AND MERGER**

**Reincorporation in Delaware**

**WHEREAS**, the Board, after due consideration of all factors it deems relevant, has determined it to be advisable and in the best interest of the Company and its shareholders (the "*Shareholders*") to reincorporate the Company as a Delaware corporation (the "*Reincorporation*");

**WHEREAS**, in order to facilitate the Reincorporation, it is necessary for the Company to create a wholly owned subsidiary existing under the laws of the State of Delaware to act as a constituent entity in the Reincorporation; and

**WHEREAS**, the officers of the Company have caused to be prepared certain forms necessary to effect the Reincorporation, including a Certificate of Incorporation for a new wholly owned subsidiary corporation to be known as "*PakSense, Inc.*" ("*PakSense-Delaware*") in substantially the form attached hereto as Exhibit A (the "*Certificate of Incorporation*"), a Plan of Merger in substantially the form attached hereto as Exhibit B (the "*Plan of Merger*"), Articles of Merger in substantially the form attached hereto as Exhibit C (the "*Articles of Merger*"), and a Certificate of Ownership and Merger in substantially the form attached hereto as Exhibit D (the "*Certificate of Merger*" and together with the Plan of Merger and the Articles of Merger, the "*Transaction Agreements*").

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Reincorporation is advisable and in the best interest of the Company and the Shareholders; and further

**RESOLVED**, that the Board hereby approves the creation under the laws of the State of Delaware of PakSense-Delaware; and further

**RESOLVED**, that the *Certificate of Incorporation* be, and it hereby is, adopted and approved, together with any changes thereto as the officer or officers executing the same shall deem appropriate or advisable, such approval to be evidenced by his or their execution thereof; and further

**RESOLVED**, that the officers of the Company be, and each of them hereby is, authorized and empowered to cause to be executed and delivered to the Secretary of State of the State of Delaware the Certificate of Incorporation on behalf of, and in the name of the Company, and to attest to the same, with such changes therein and additions thereto as may be approved by such officers, such approval to be evidenced conclusively by his or their approval thereof; and further

**RESOLVED**, that the officers and directors of the Company shall be the initial officers and directors of PakSense-Delaware until their successor or successors have been duly elected and qualified, or until their earlier death, resignation or removal; and further

**RESOLVED**, that the Company be, and hereby is, authorized to purchase 1,000 shares of the common stock of PakSense-Delaware for a total purchase price of \$100.

**RESOLVED**, that each of the Transaction Agreements, pursuant to which the Company will consummate the Reincorporation by merging with and into PakSense-Delaware (the "*Merger*"), be, and each hereby is, adopted and approved, together with any changes thereto as the officer or officers executing the same shall deem appropriate or advisable, such approval to be evidenced by his or their execution thereof; and further

**RESOLVED**, that the Certificate of Incorporation and Bylaws of PakSense-Delaware shall be the charter and bylaws of the surviving corporation in the Merger; and further

**RESOLVED**, that, pursuant to the terms of the Plan of Merger, at the Effective Time (as defined in the Plan of Merger) (a) each full share of Common Stock of the Company shall be converted into the right of the holder of such share to receive, as a result of the Merger and without any further action on the part of the Company or the Shareholders, one (1) share of Common Stock of PakSense-Delaware, and (b) each unexpired and unexercised option to purchase shares of Common Stock of the Company shall be assumed by PakSense-Delaware, and each such option shall continue to have, and be subject to, the same terms and conditions as those that existed immediately prior to the Effective Time, except that each such option shall be exercisable for shares of Common Stock of PakSense-Delaware in lieu of shares of Common Stock of the Company on a one-for-one basis; *provided, however*, that the Company, at the discretion of the Chief Executive Officer of the Company, will have the right to terminate the Plan of Merger and take no further action towards the Reincorporation at any time before the Effective Time; and further

**RESOLVED**, that the officers of the Company be, and each of them hereby is, authorized and empowered to execute and deliver the Transaction Agreements on behalf of, and in the name of the Company, and to attest to the same, with such changes therein and additions thereto as may be approved by the officers of the Company executing the same, such approval to be evidenced conclusively by his or their execution thereof; and further

**RESOLVED**, that the officers of the Company be, and each of them hereby is, authorized and empowered, for and in the name of and on behalf of the Company, to take any and all actions and to execute any and all such documents as they may deem necessary or advisable in order to consummate the Merger in accordance with the terms of the Plan of Merger, including the filing of the Articles of Merger with the Secretary of State of the State of Idaho with such changes as may be necessary for filing purposes and the filing of the Certificate of Merger with the Secretary of State of the State of Delaware with such changes as may be necessary for filing purposes, and with such other offices or agencies as may be necessary or appropriate; and further

**RESOLVED**, that the Plan of Merger be submitted to the shareholders of the Company for their approval, at a special meeting duly called, in accordance with the applicable provisions of the Idaho Business Corporations Act, and this Board of Directors hereby recommends that the Plan of Merger be adopted and approved by the shareholders as being in the best interest of the Company and its shareholders.

**Notices and Authorization of Further Actions**

**RESOLVED**, that the officers of the Company be, and each of them hereby is, authorized and empowered, for and on behalf of the Company, to take such further actions, including, but not limited to, providing notification of the Merger to any appropriate governmental or regulatory agencies, and filing any forms and documents with such agencies as may be required or advisable by them or by law, and to obtain such consents from the Shareholders, any third parties and governmental or regulatory agencies as may be necessary or advisable to carry out the Merger; and further

**RESOLVED**, that the appropriate officers of the Company be, and each of them hereby is, authorized and empowered, for and on behalf of the Company, to execute all documents and take such further action as they may deem necessary, appropriate or advisable to effect the purposes of each of the foregoing preambles and resolutions.