

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------------|--|----------------|-------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 12/31/2010 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Criticom International Corporation | | 12/28/2010 | CORPORATION: NEW JERSEY |
| RECEIVING PARTY DATA | | | |
| Name: | Integrated Alarm Services Group, Inc. | | |
| Street Address: | 4221 W. John Carpenter Fwy | | |
| City: | Irving | | |
| State/Country: | TEXAS | | |
| Postal Code: | 75063 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 1645461 | IDC | |
| Registration Number: | 2924274 | PRO SQUARED | |
| Registration Number: | 2891983 | PRO SQUARED | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (312)993-9767 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | (312) 876-7700 | | |
| Email: | thomas.buettner@lw.com | | |
| Correspondent Name: | Thomas J. Buettner | | |
| Address Line 1: | Latham & Watkins LLP | | |
| Address Line 2: | 233 S. Wacker Drive, Suite 5800 | | |
| Address Line 4: | Chicago, ILLINOIS 60606 | | |
| ATTORNEY DOCKET NUMBER: | 048615-0000 | | |

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TRADEMARK
REEL: 004471 FRAME: 0567

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|--|--------------------|
| NAME OF SUBMITTER: | Thomas J. Buettner |
| Signature: | /tjb/ |
| Date: | 02/09/2011 |
| Total Attachments: 3 source=Criticom Merger Certificate#page1.tif source=Criticom Merger Certificate#page2.tif source=Criticom Merger Certificate#page3.tif | |

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"CRITICOM INTERNATIONAL CORPORATION", A NEW JERSEY CORPORATION,

WITH AND INTO "INTEGRATED ALARM SERVICES GROUP, INC." UNDER THE NAME OF "INTEGRATED ALARM SERVICES GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2010, AT 12:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2010.

3603281 8100M

110024326




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8480621

DATE: 01-07-11

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004471 FRAME: 0569

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:40 PM 12/28/2010
FILED 12:40 PM 12/28/2010
SRV 101237493 - 3603281 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
CRITICOM INTERNATIONAL CORPORATION
(a New Jersey corporation)
INTO
INTEGRATED ALARM SERVICES GROUP, INC.
(a Delaware corporation)**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Integrated Alarm Services Group, Inc., a Delaware corporation, and the name of the corporation being merged into the surviving corporation is Criticom International Corporation, a New Jersey corporation.

SECOND: The Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Integrated Alarm Services Group, Inc., a Delaware corporation.

FOURTH: No amendments or changes to the Certificate of Incorporation of the surviving corporation are desired, and the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock of the non-Delaware corporation is 103,543 common shares.

SIXTH: The merger is to become effective at 11:58 p.m. (EST) on December 31, 2010 (the "Effective Time"):

SEVENTH: The Plan and Agreement of Merger is on file at 4221 W. John Carpenter Fwy, Irving, Texas 75063, Attn: General Counsel, a place of business of the

surviving corporation.

EIGHTH: A copy of the Plan and Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 28th day of December, 2010.

By: 

Name: P. Gray Finney
Title: Vice President