

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Liaison Technologies, LLC		12/31/2007	LIMITED LIABILITY COMPANY:
RECEIVING PARTY DATA			
Name:	Liaison Technologies, Inc		
Street Address:	2575 Westside Parkway, Suite 400		
City:	Alpharetta		
State/Country:	GEORGIA		
Postal Code:	30004		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78891391	LIAISON	
Serial Number:	77006382	LIAISON	
CORRESPONDENCE DATA			
Fax Number:	(404)474-7318		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	haughian@fsblegal.com		
Correspondent Name:	Heather Haughian		
Address Line 1:	4555 Mansell Rd Suite 300		
Address Line 4:	Atlanta, GEORGIA 30022		
NAME OF SUBMITTER:	Heather Clauson Haughian		
Signature:	/hch/		
Date:	05/14/2008		

OP \$65.00 78891391

Total Attachments: 7

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "LIAISON TECHNOLOGIES, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "LIAISON TECHNOLOGIES, LLC" TO "LIAISON TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 9:20 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3208775 8100V

071375421



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6272956

DATE: 12-31-07

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

TRADEMARK
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LIAISON TECHNOLOGIES, LLC

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A CORPORATION PURSUANT TO
SECTION 265 OF THE DELAWARE GENERAL CORPORATION LAW

1. The jurisdiction where the Limited Liability Company first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the Limited Liability Company first formed is April 7, 2000.
4. The name of the Limited Liability Company immediately prior to filing this Certificate is Liaison Technologies, LLC.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Liaison Technologies, Inc.
6. The undersigned has been authorized by the Limited Liability Company to execute and deliver this Certificate to the Secretary of State of the State of Delaware for the purpose of converting the Limited Liability Company to a Delaware corporation, to be effective upon the filing of this certificate and the certificate of incorporation as provided under Section 265 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 31st day of December, 2007.

By: /s/ Robert A. Renner
Name: Robert A. Renner
Title: Chairman and Chief Executive Officer

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "LIAISON TECHNOLOGIES, INC." FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 9:20 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3208775 8100V

071375421



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6272956

DATE: 12-31-07

TRADEMARK
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CERTIFICATE OF INCORPORATION
OF
LIAISON TECHNOLOGIES, INC.

The undersigned, in order to form a corporation pursuant to Sections 101 and 102 of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the corporation (the "Corporation") is Liaison Technologies, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 615 South DuPont Highway, Dover, Delaware, County of Kent. The name of the registered agent of the Corporation in the State of Delaware at such address is Capitol Services, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock that the Corporation shall have the authority to issue is Twenty Million (20,000,000) shares of Common Stock, having a par value of \$0.001 per share (the "Common Stock"). The Board of Directors is expressly authorized to provide for the issuance of any unissued shares of Common Stock without the approval of the stockholders of the Corporation.

FIFTH: The name and mailing address of the sole incorporator is as follows:

Robert A. Renner
2575 Westside Parkway Suite 400
Alpharetta, Georgia 30004

SIXTH: The Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the Corporation (the "Bylaws").

SEVENTH: No director of the Corporation shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director shall be liable under Section 174 of the Delaware General Corporation Law or any amendment thereto or shall be liable by reason that, in addition to any and all other requirements for such liability, such director (1) shall have breached the director's duty of loyalty to the Corporation or its stockholders, (2) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law, or (3) shall have derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of a director, the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

EIGHTH: Each person who was or is made a party or is threatened to be made a party to or is in any way involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), including any appeal therefrom, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or a direct or indirect subsidiary of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another entity or enterprise, or was a director or officer of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another entity or enterprise at the request of such predecessor corporation, shall be indemnified and held harmless by the Corporation, and the Corporation shall advance all expenses incurred by any such person in defense of any such proceeding prior to its final determination, to the fullest extent authorized by the Delaware General Corporation Law. In any proceeding against the Corporation to enforce these rights, such person shall be presumed to be entitled to indemnification and the Corporation shall have the burden of proving that such person has not met the standards of conduct for permissible indemnification set forth in the Delaware General Corporation Law. The rights to indemnification and advancement of expenses conferred by this Article Eight shall be presumed to have been relied upon by the directors and officers of the Corporation in serving or continuing to serve the Corporation and shall be enforceable as contract rights. Such rights shall not be exclusive of any other rights to which those seeking indemnification may otherwise be entitled. The Corporation may, upon written demand presented by a director or officer of the Corporation or of a direct or indirect subsidiary of the Corporation, or by a person serving at the request of the Corporation as a director or officer of another entity or enterprise, enter into contracts to provide such persons with specified rights to indemnification, which contracts may confer rights and protections to the maximum extent permitted by the Delaware General Corporation Law, as amended and in effect from time to time.

If a claim under this Article Eight is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce the right to be advanced expenses incurred in defending any proceeding prior to its final disposition where the required undertaking, if any, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the claimant shall be presumed to be entitled to indemnification and the Corporation shall have the burden of proving that the claimant has not met the standards of conduct for permissible indemnification set forth in the Delaware General Corporation Law.

If the Delaware General Corporation Law hereafter is amended to permit the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment, the indemnification rights conferred by this Article Ninth shall be broadened to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

NINTH: No contract or other transaction of the Corporation with any other person, firm or corporation, or in which this corporation is interested, shall be affected or invalidated by: (a) the fact that any one or more of the directors or officers of the Corporation is interested in or is a director or officer of such other firm or corporation; or, (b) the fact that any director or officer of the Corporation, individually or jointly with others, may be a party to or may be interested in any such contract or transaction, so long as the contract or transaction is authorized, approved or ratified at a meeting of the Board of Directors by sufficient vote thereon by directors not interested therein, to which such fact of relationship or interest has been disclosed, or the contract or transaction has been approved or ratified by vote or written consent of the stockholders entitled to vote, to whom such fact of relationship or interest has been disclosed, or so long as the contract or transaction is fair and reasonable to the Corporation. Each person who may become a director or officer of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation for the benefit of himself or any firm or corporation in which he may in any way be interested.

TENTH: The powers of the incorporator are to terminate upon the filing of the Certificate of Incorporation. The name of the persons who are to serve as the directors until the first annual meeting of the stockholders or until their successors are elected and qualified is as follows:

John Balboni
Robert A. Renner
Susan Mersereau
John Simon

[SIGNATURE APPEARS ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, I have hereunto signed my name and affirm, under penalty of perjury, that this Certificate is my act and deed and that the facts stated herein are true this 31st day of December, 2007.

/s/ Robert A. Renner
Robert A. Renner, Incorporator