

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/07/2006

CONVEYING PARTY DATA

Name	Execution Date
Phoenix IP, LLC	02/06/2006

RECEIVING PARTY DATA

Name:	Phoenix IP, LLC
Street Address:	74785 Highway 111
Internal Address:	Suite 103
City:	Indian Wells
State/Country:	CALIFORNIA
Postal Code:	92210

PROPERTY NUMBERS Total: 4

Property Type	Number
Patent Number:	5758331
Patent Number:	6169979
Patent Number:	6067525
Application Number:	09566872

CORRESPONDENCE DATA

Fax Number: (612)233-1317
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 612-850-1688
 Email: sdempster@noakspa.com
 Correspondent Name: Shawn B. Dempster
 Address Line 1: 45 Island Road
 Address Line 4: North Oaks, MINNESOTA 55127

ATTORNEY DOCKET NUMBER: O14-001-02-00

OP \$160.00 5758331

NAME OF SUBMITTER:

Shawn B. Dempster

Total Attachments: 5

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Office of the Secretary of State

February 08, 2006

Corporation Service Company
701 Brazos, Suite 1050
Austin, TX 78701 USA

RE:
PHOENIX IP, LLC (File Number: 800608639)

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division

Enclosure



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

Phoenix IP, LLC
Foreign Limited Liability Company (LLC)
Delaware, USA
[File Number: 800397037]

Into

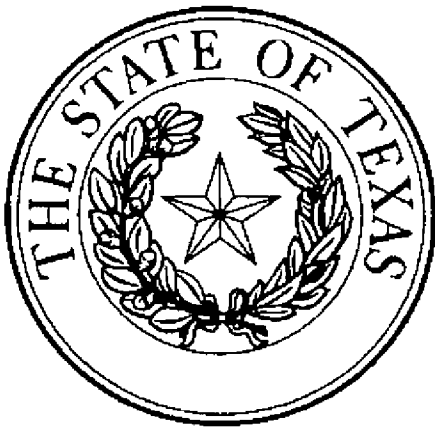
PHOENIX IP, LLC [Prior Name : PHOENIX IP TEXAS, LLC]
Domestic Limited Liability Company (LLC)
[File Number: 800608639]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 02/07/2006

Effective: 02/07/2006



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

FEB 07 2006

ARTICLES OF MERGER

Corporations Section

These Articles of Merger are adopted and filed pursuant to Article 10 of the Texas Limited Liability Company Act by PHOENIX IP, LLC, a Delaware limited liability company and PHOENIX IP TEXAS, LLC, a Texas limited liability company:

The undersigned, hereby certify the following:

1. The parties hereto have entered into a Plan of Merger dated February 6, 2006.
 - a. The name and state of organization of each domestic or foreign limited liability company that is a party to the Plan of Merger are as follows:
 - i. PHOENIX IP, LLC, a Delaware limited liability company (the "Disappearing Entity"); and
 - ii. PHOENIX IP TEXAS, LLC, a Texas limited liability company (the "Surviving Entity").
2. A Plan of Merger has been approved between the Disappearing Entity and the Surviving Entity.
3. Upon effectuation of the merger, the Articles of Organization of the Surviving Entity shall be changed to reflect a name change from PHOENIX IP TEXAS, LLC to PHOENIX IP, LLC. The Disappearing Entity will cease to exist upon filing the merger.
4. The surviving corporation will be responsible for the payment of all fees and franchise taxes required by law, and the surviving corporation will be obligated to pay such fees and franchise taxes if the same are not timely paid.
5. An executed Plan of Merger is on file at the principal place of business of the Surviving Entity, at 74785 Highway 111, Suite 103, Indian Wells, CA 92210; and
6. A copy of the Plan of Merger will be furnished by the Surviving Entity on written request and without cost, to any member of each domestic limited liability company that is a party to the Plan of Merger and to any creditor or obligee of the parties to the merger at the time of the merger if an obligation is outstanding.
7. The Plan of Merger was authorized by all action required by the Disappearing Entity under the Delaware laws under which it was organized. The Plan of Merger was authorized by all action required by the Surviving Entity under the Texas laws under which it was organized..

PLAN OF MERGER

PARTIES:

1. The name and type of organization of each party to the merger, and the state under whose laws each party is organized are:

NAME	TYPE OF ENTITY	STATE OF DOMICILE
PHOENIX IP TEXAS, LLC	Limited Liability Company	Texas
PHOENIX IP, LLC	Limited Liability Company	Delaware

2. PHOENIX IP TEXAS, LLC, a Texas limited liability company, is the surviving entity (the "Surviving Entity"), which will change its name to PHOENIX IP, LLC upon effectuation of the merger.
3. PHOENIX IP, LLC, a Delaware limited liability company, is the disappearing entity (the "Disappearing Entity").

TERMS AND CONDITIONS:

The merger will occur on the following terms:

1. All of the assets and funds owned by the Disappearing Entity will be transferred to the Surviving Entity.
2. The sole member of the Disappearing Entity will become the sole member of the Surviving Entity, and will not be issued a membership certificate.
3. The capital account of the sole member of the Surviving Entity will be created with an equal value of the transferred funds and assets of the sole member of the Disappearing Entity.
4. The sole member of the Surviving Entity will have no liability for any preexisting obligations of the Disappearing Entity, nor will it incur any personal liability for future obligations except as specifically stated in the articles of organization or regulation.

AUTHORIZATION OF MERGER:

1. The merger was authorized by PHOENIX IP TEXAS, LLC, the Surviving Entity, which took all action required by Texas law and its constituent documents.
2. The merger was authorized by PHOENIX IP, LLC, the Disappearing Entity, which took all actions required by Delaware law and its constituent documents.

Executed on February 6, 2006.

PHOENIX IP TEXAS, LLC, a Texas limited liability company
(Surviving Entity)

By: PLUTUS IP HOLDINGS, LLC, its sole member

By: *Erich Spangenberg*
Name: Erich Spangenberg
Title: Sole Member

PHOENIX IP, LLC, a Delaware limited liability company
(Disappearing Entity)

By: *Erich Spangenberg*
Name: Erich Spangenberg
Title: Sole Member