

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/14/2008

CONVEYING PARTY DATA

Name	Execution Date
Intelli-Check, Inc.	03/14/2008

RECEIVING PARTY DATA

Name:	Intelli-Check - Mobilisa, Inc.
Street Address:	246 Crossway Park West
City:	Woodbury
State/Country:	NEW YORK
Postal Code:	11797

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	11048209

CORRESPONDENCE DATA

Fax Number: (215)636-0366
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215-665-0400
 Email: ipdocket@gibbonslaw.com
 Correspondent Name: Gibbons P.C.
 Address Line 1: 1700 Two Logan Square
 Address Line 2: 18th and Arch Streets
 Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	042376-39670 (CON-3)
NAME OF SUBMITTER:	Daniel S. Goldberg

Total Attachments: 11
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RECORDATION FORM COVER SHEET PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)
Intelli-Check, Inc.

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Intelli-Check - Mobilisa, Inc.
Internal Address: _____
Street Address: 246 Crossway Park West
City: Woodbury
State: New York
Country: USA Zip: 11797
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance/Execution Date(s):
Execution Date(s) March 14, 2008

Assignment Merger
 Security Agreement Change of Name
 Joint Research Agreement
 Government Interest Assignment
 Executive Order 9424, Confirmatory License
 Other _____

4. Application or patent number(s): This document is being filed together with a new application.
A. Patent Application No.(s)
11/048,209
B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address to whom correspondence concerning document should be mailed:
Name: Gibbons P.C.
Internal Address: 1700 Two Logan Square
Street Address: 18th and Arch Streets
City: Philadelphia
State: Pennsylvania Zip: 19103
Phone Number: 215-665-0400
Fax Number: 215-636-0366
Email Address: ipdocket@gibbonslaw.com

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41) \$40.00

Authorized to be charged to deposit account
 Enclosed
 None required (government interest not affecting title)

8. Payment Information
Deposit Account Number 03-3839
Authorized User Name Gibbons P.C.

9. Signature: _____ /Daniel S. Goldberg/
Signature Date
Daniel S. Goldberg
Name of Person Signing

Total number of pages including cover sheet, attachments, and documents: 11

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1460, Alexandria, V.A. 22313-1450

OUTGOING BOARD CONSENT

INTELLI-CHECK, INC.

UNANIMOUS
WRITTEN CONSENT
OF THE BOARD OF DIRECTORS

WHEREAS, the Board of Directors of Intelli-Check, Inc. (the "Board") previously approved the merger (the "Merger") contemplated by the Merger Agreement by and among Intelli-Check, Inc. (the "Company"), Intelli-Check Merger Sub, Inc., Mobilisa, Inc. ("Mobilisa") and certain common shareholders of Mobilisa, dated November 20, 2007 (the "Merger Agreement"); and

WHEREAS, the Merger is scheduled to close on or about March 14, 2008;

NOW, THEREFORE, the undersigned, representing all of the members of the Board, acting in accordance with Section 141(f) of the General Corporations Law of the State of Delaware, hereby adopt the following resolutions:

Consummation of the Merger and certain other transactions contemplated by the Merger Agreement

RESOLVED, that subject to the approval of the Company's stockholders, the Merger Agreement is hereby ratified and approved in all respects and that all actions taken by the officers of the Company to date relating to the Merger Agreement are hereby in all respects confirmed, ratified and approved; and it is further

RESOLVED, that pursuant to the Merger Agreement, Intelli-Check Merger Sub, Inc., a wholly-owned subsidiary of the Company will merge with and into Mobilisa, resulting in Mobilisa becoming a wholly-owned subsidiary of the Company; and it is further

RESOLVED, that the Company's Certificate of Incorporation be amended to increase the number of the Company's authorized shares of common stock, par value \$0.001 (the "Common Stock"), to 40,000,000; and it is further

RESOLVED, that the Company's 2006 Stock Option and Equity Incentive Plan (the "Plan") be amended to increase the number of shares of Common Stock authorized to be issued under the Plan by 3,000,000; and it is further

RESOLVED, that upon consummation of the Merger, the Company will change its name to Intelli-Check – Mobilisa, Inc.; and it is further

RESOLVED, that (i) the forms of the Plan of Merger and the Articles of Merger effecting the Merger (the "Plan of Merger and Articles of Merger") and (ii) the form of Certificate of Amendment of the Certificate of Incorporation of the Company to increase the number of the Company's authorized shares of Common Stock to 40,000,000 and to change the name of the Company to Intelli-Check -- Mobilisa, Inc. (the "Certificate") presented to the Board are approved, together with such additions, deletions or changes thereto as are deemed necessary or appropriate by the proper officers of the Company with the advice of counsel, such determination to be conclusively evidenced by the filing of the Plan of Merger and Articles of Merger and the Certificate thereof; and it is further

RESOLVED, that upon consummation of the Merger, the proper officers of the Company are authorized and directed to file the Certificate with the Delaware Secretary of State; and it is further

RESOLVED, that any actions heretofore taken by the proper officers of the Company in connection with the foregoing resolutions are hereby adopted and approved in all respects; and it is further

RESOLVED, that each of the officers of the Company is hereby authorized and empowered, in the name and on behalf of the Company, to execute all such further documents, certificates or instruments, and to take all such further action, as any such officer may deem necessary, proper, convenient or desirable in order to consummate the Merger and to carry out each of the foregoing resolutions fully and to effectuate the purposes and intents thereof, and that all actions taken by the officers of the Company to date, in connection with the foregoing resolutions or otherwise, are hereby in all respects confirmed, ratified and approved.

Board

RESOLVED, that effective upon consummation of the Merger, the number of members of the Board is hereby increased to eight (8); and it is further

RESOLVED, that effective upon consummation of the Merger, the following persons are hereby named directors of the Company pursuant to the immediately preceding resolution, to serve until the next annual meeting of the stockholders of the Company, or until their successors have been duly elected and are qualified, or until the earlier of their respective death, resignation or removal:

Jeffrey Levy (Chairman)
John Paxton (Vice Chairman)
Emil Bedard
Bonnie Ludlow
Dr. Nelson Ludlow
John (Jay) E. Maxwell

Arthur L. Money
Guy L. Smith

; and it is further

Employment Agreement

RESOLVED, that pursuant to the Merger Agreement, the form of employment agreement with Dr. Nelson Ludlow presented to the Board, pursuant to which Dr. Ludlow will be the Chief Executive Officer of the Company, together with such other terms, provisions and covenants as are deemed necessary or appropriate by the proper officers of the Company with the advice of counsel, such determination to be conclusively evidenced by the execution and delivery thereof, is approved; and it is further

Amendments to Certain Option Agreements

RESOLVED, that pursuant to the Merger Agreement, immediately prior to the effective time of the Merger, the proper officers of the Company are authorized and directed to amend the option agreements of the individuals, set forth on Exhibit A hereto, to provide that any options of the Company to acquire shares of Common Stock granted pursuant to such individual's option agreement(s) may be exercised for up to one (1) year after the closing date of the Merger; and it is further

General Authorization

RESOLVED, that the proper officers of the Company be, and each of such officers hereby is, authorized, empowered and directed to take any and all such actions and execute and deliver such agreements, instruments and documents, for and in the name and on behalf of the Company as such officer or officers may deem necessary, advisable, or appropriate to effectuate the intent and carry out the purposes of the foregoing resolutions; and that the execution by such officer or officers of any such documents or the doing by him or her of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Company and the approval and ratification by the Company of such agreements, instruments and documents so executed and the actions so taken; and it is further

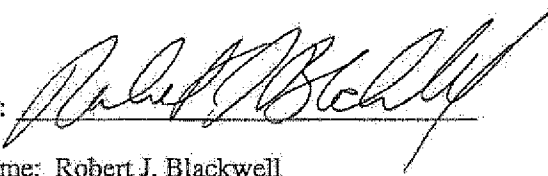
RESOLVED, that all actions previously taken by the directors and officers of the Company are hereby ratified, approved and confirmed in all respects.

This Consent may be executed in one or more counterparts, including with signatures on separate copies, all of which shall constitute the same instrument.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed this consent as of the ____th day of March, 2008.

By:



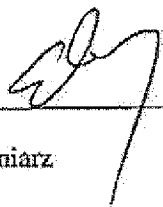
Name: Robert J. Blackwell

Title: Director

[Signature Page to Outgoing Board Consent]

IN WITNESS WHEREOF, the undersigned has executed this consent as of the ____th day
of March, 2008.

By: _____

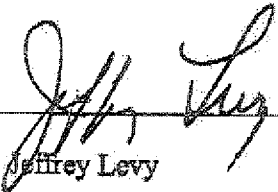


Name: Ed Winiarz

Title: Director

[Signature Page to Outgoing Board Consent]

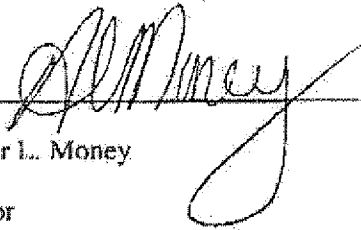
IN WITNESS WHEREOF, the undersigned has executed this consent as of the ___th day of March, 2008.

By:  _____
Name: Jeffrey Levy
Title: Director

[Signature Page to Outgoing Board Consent]

IN WITNESS WHEREOF, the undersigned has executed this consent as of the ____th day
of March, 2008.

By: _____

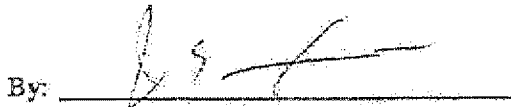
A handwritten signature in cursive script, appearing to read 'A. L. Money', written over a horizontal line.

Name: Arthur L. Money

Title: Director

[Signature Page to Outgoing Board Consent]

IN WITNESS WHEREOF, the undersigned has executed this consent as of the ___th day
of March, 2008.

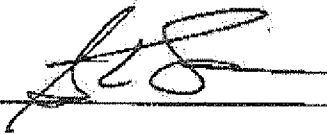
By: 

Name: John E. (Jay) Maxwell

Title: Director

[Signature Page to Outgoing Board Consent]

IN WITNESS WHEREOF, the undersigned has executed this consent as of the ____th day
of March, 2008.

By:  12 Mon 08

Name: Guy L. Smith

Title: Director

[Signature Page to Outgoing Board Consent]

Exhibit A

Amendments to Option Agreements of Grantees

- Robert Blackwell
- Ed Winiarz