

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/02/2004
CONVEYING PARTY DATA	
Name	Execution Date
Premise Development Corporation	09/02/2004
RECEIVING PARTY DATA	
Name:	Premise Development Corporation
Street Address:	10 Columbus Boulevard
City:	Hartford
State/Country:	CONNECTICUT
Postal Code:	06106
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	10238427
CORRESPONDENCE DATA	
Fax Number:	(877)248-5100
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	7042486292
Email:	uspto@ti-law.com
Correspondent Name:	CHAD D. TILLMAN
Address Line 1:	11325 North Community House Road Ste 250
Address Line 4:	Charlotte, NORTH CAROLINA 28277
ATTORNEY DOCKET NUMBER:	1081.000
NAME OF SUBMITTER:	Chad D. Tillman US Reg 38,634
Total Attachments: 6 source=2004-PDC-Merger#page1.tif source=2004-PDC-Merger#page2.tif source=2004-PDC-Merger#page3.tif	

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CERTIFICATE OF MERGER

OF

PREMISE DEVELOPMENT CORPORATION
(a Connecticut corporation)

With and Into

PREMISE DEVELOPMENT CORPORATION
(a Delaware corporation)

Pursuant to Section 33-819
of the
Connecticut Business Corporation Act

Premise Development Corporation, a corporation organized and existing under and by virtue of the Connecticut Business Corporation Act, does hereby certify:

FIRST: That the name and state of incorporation of each of the parties to the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Premise Development Corporation	Connecticut
Premise Development Corporation	Delaware

SECOND: That the name of the surviving corporation is Premise Development Corporation, a Delaware corporation (the "Surviving Corporation"), and the name of the dissolving corporation is Premise Development Corporation, a Connecticut Corporation (the "Dissolving Corporation").

THIRD: That the date on which the merger will be effective is September 2, 2004.

FOURTH: That the Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the merger will be the Certificate of Incorporation of the Surviving Corporation after the merger.

FIFTH: That an Agreement and Plan of Merger was approved and adopted by the unanimous written consent of the board of directors of the Dissolving

Corporation in accordance with the requirements of Section 33-815 of the Connecticut Business Corporation Act.

SIXTH:

That an Agreement and Plan of Merger was unanimously approved and adopted by the shareholders of the Dissolving Corporation in the manner required by Sections 33-600 to 33-998, inclusive, of the Connecticut General Statutes and the Certificate of Incorporation of the Dissolving Corporation, and the designation, number of outstanding shares and number of votes entitled to be cast by each voting group entitled to vote separately on the Agreement and Plan of Merger, and the total number of undisputed votes cast for the Agreement and Plan of Merger separately by each such voting group is as follows:

<u>Designation</u>	<u>Number of Outstanding Shares</u>	<u>Number of Votes Entitled to be Cast</u>	<u>Number of Undisputed Votes</u>
Common Stock	864,615	864,615	864,615

The number of undisputed votes cast for the Agreement and Plan of Merger, as set forth above for each voting group, was sufficient approval by the voting group.

SEVENTH:

That the Surviving Corporation has duly authorized the Agreement and Plan of Merger and the performance of its terms by all action required by the General Corporation Law of the State of Delaware, under which it is incorporated, and this merger is permitted by such laws, and the Certificate of Incorporation of the Surviving Corporation.

[Signature Page Follows]

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

IN WITNESS WHEREOF, the undersigned corporations have caused this Certificate of
Merger to be executed by their respective Presidents this 2nd day of September,
2004.

PREMISE DEVELOPMENT CORPORATION
(a Connecticut corporation)

By: _____

Joseph S. Adam
Joseph S. Adam
President

PREMISE DEVELOPMENT CORPORATION
(a Delaware corporation)

By: _____

Joseph S. Adam
Joseph S. Adam
President

APPLICATION FOR CERTIFICATE OF AUTHORITY

FOREIGN CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 12/1999

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 SECRETARY OF THE STATE
 CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION IN ITS STATE OR COUNTRY OF FORMATION:

Premise Development Corporation

2. THE CORPORATION'S NAME IS NOT AVAILABLE FOR USE IN CONNECTICUT, THE CORPORATION SHALL, THEREFORE, TRANSACT BUSINESS IN CONNECTICUT UNDER THE FOLLOWING NAME:

(Complete only if the name of the corporation is not available for use in Connecticut)

3. CHECK EITHER A. OR B.

☒ A. The corporation is organized for profit.☐ B. The corporation is nonprofit.

4. STATE/COUNTRY OF INCORPORATION:

Delaware

5. DATE OF INCORPORATION:

August 31, 2004

6. DURATION: (CHECK ONE)

☒ PERPETUAL☐ OTHER

(SPECIFY) _____

7. DATE CORPORATION BEGAN TRANSACTING BUSINESS/CONDUCTING AFFAIRS IN CONNECTICUT:

09 / 02 / 2004
 MONTH DAY YEAR

8. PRINCIPAL OFFICE ADDRESS OF THE CORPORATION

10 Columbus Boulevard
 Hartford, Connecticut 06106

9. MAILING ADDRESS OF THE CORPORATION

10 Columbus Boulevard
 Hartford, Connecticut 06106

10. OFFICERS

NAME	TITLE	RESIDENCY ADDRESS	BUSINESS ADDRESS
Walter Chudowsky	Chief Executive Officer	44 West 76th Street, #3 New York, NY 10023	10 Columbus Boulevard Hartford, Connecticut 06106
Joseph S. Adam	President	84 Westminister Drive West Hartford, CT 06107	10 Columbus Boulevard Hartford, Connecticut 06106
Eric Rosow	Chairman and Secretary	18 Stillbrook Road Avon, CT 06001	10 Columbus Boulevard Hartford, Connecticut 06106

Note: If additional space is needed, please reference on 8 1/2 X 11 attachment
 CTSP-100000 CT System Online

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 SECRETARY OF THE STATE
 CONNECTICUT SECRETARY OF THE STATE

11. DIRECTORS

NAME	RESIDENCE ADDRESS	BUSINESS ADDRESS
Walter Chadowsky	44 West 74 th Street, #5 New York, NY 10023	10 Columbus Boulevard Hartford, Connecticut 06106
Joseph S. Adam	84 Westminster Drive West Hartford, CT 06107	10 Columbus Boulevard Hartford, Connecticut 06106
Eric Rosow	16 Stillbrook Road Avon, CT 06001	10 Columbus Boulevard Hartford, Connecticut 06106

12. Appointment of Registered Agent for Service of Process

(Check A or complete B.)

A. _____ The corporation appoints the Secretary of the State of Connecticut and his successors in office to be its agent upon whom any process, in any action or proceeding against it, may be served.

B. Print or type name of agent

Joseph S. Adam

Business address: (P.O. Box unacceptable)

10 Columbus Boulevard
Hartford, Connecticut
06106

Residence address: (P.O. Box unacceptable)

84 Westminster Drive
West Hartford, CT 06107

Acceptance of Appointment

By: _____

Joseph S. Adam

Signature of Agent

13. EXECUTION

Dated this 3rd day of September, 20 04

Joseph S. Adam	President	<i>Joseph S. Adam</i>
Print or type name of signatory	Capacity of signatory	Signature

CT-127 - 1-0-2000 C. T. Spencer, Designer

Delaware

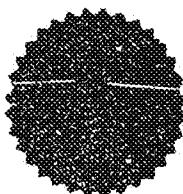
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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PREMISE DEVELOPMENT CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3849228 8300

AUTHENTICATION: 3334979

040646335

DATE: 09-07-04