

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

**CONVEYING PARTY DATA**

Name	Execution Date
PreVisor Minnesota, Inc.	12/28/2006

**RECEIVING PARTY DATA**

Name:	PreVisor Inc.
Street Address:	1805 Old Alabama Road
Internal Address:	Suite 150
City:	Roswell
State/Country:	GEORGIA
Postal Code:	30076

**PROPERTY NUMBERS Total: 1**

Property Type	Number
Application Number:	12539166

**CORRESPONDENCE DATA**

Fax Number: (612)349-9266  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 612.349.5740  
 Email: arcand@ptslaw.com  
 Correspondent Name: Brad Pedersen  
 Address Line 1: 80 South Eighth Street  
 Address Line 2: 4800 IDS Center  
 Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	2951.03US07
NAME OF SUBMITTER:	Brad Pedersen

Total Attachments: 4

**501162003**

**PATENT  
 REEL: 024309 FRAME: 0763**

**OP \$40.00 12539166**

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# Delaware

PAGE 1

*The First State*

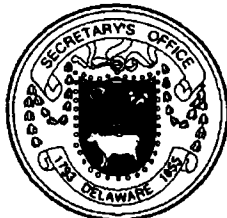
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"EPREDIX HOLDINGS, INC.", A DELAWARE CORPORATION,  
"PREVISOR GEORGIA INC.", A DELAWARE CORPORATION,  
"PREVISOR MINNESOTA INC.", A DELAWARE CORPORATION,  
"QWIZ ACQUISITION CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "PREVISOR INC." UNDER THE NAME OF "PREVISOR 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. 2006, AT 6:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006.

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

4006450 8100M  
061197727



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5318389

DATE: 12-29-06

PATENT  
REEL: 024309 FRAME: 0765

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:15 PM 12/28/2006  
FILED 06:15 PM 12/28/2006  
SRV 061197727 - 4006450 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**ePREDIX HOLDINGS, INC., QWIZ ACQUISITION CORPORATION, PREVISOR  
MINNESOTA INC. AND PREVISOR GEORGIA INC.**  
(a Delaware Corporation)

**WITH AND INTO**

**PREVISOR INC.**  
(a Delaware Corporation)

It is hereby certified that:

**FIRST:** The constituent business corporations participating in the merger herein certified are:

- (i) PreVisor Inc. ("Parent Corporation"), which is incorporated under the laws of the State of Delaware; and
- (ii) ePredix Holdings, Inc., Qwiz Acquisition Corporation, PreVisor Minnesota Inc. and PreVisor Georgia Inc. (collectively the "Subsidiaries"), which are incorporated under the laws of the State of Delaware and are wholly-owned subsidiaries of the Parent.

**SECOND:** The Parent Corporation owns 100% of the issued and outstanding capital stock of the Subsidiaries.

**THIRD:** In accordance with Sections 141(f) and 253 of the General Corporation Law of Delaware, the Parent Corporation's Board of Directors on December 6, 2006 adopted the following resolutions by unanimous written consent:

**WHEREAS**, the members of the Board of Directors have determined that it is in the best interest of the Parent Corporation to merge (the "Merger") its Subsidiaries, with and into the Parent Corporation, which shall be the surviving corporation (the "Surviving Corporation");

**NOW THEREFORE, BE IT RESOLVED**, that the undersigned members of the Board of Directors hereby consent to and approve the Merger;

**RESOLVED**, that the effective date of the Merger shall be on December 31, 2006 (the "Effective Date");

**FURTHER RESOLVED**, that on and after the Effective Date: (i) the separate existence of the Subsidiaries shall cease (ii) the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public or a private nature, of the Parent Corporation and Subsidiaries (collectively, the "Constituent Corporations"), and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate, or any interest therein, vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger; (iii) the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Constituent Corporations and any claim or action or proceeding pending by or against any of such corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the Merger; (iv) the Parent Corporation's Board of Directors and Officers immediately before the Effective Date will be the Surviving Corporation's Board of Directors and Officers; and (v) the Articles of Incorporation and By-Laws of the Parent Corporation shall continue in effect as the Articles of Incorporation and By-Laws of the Surviving Corporation.

**FURTHER RESOLVED**, that on the Effective Date, the shares of the Subsidiaries shall automatically and without further act be cancelled.

**FURTHER RESOLVED**, that the officers of the Parent Corporation are hereby authorized and directed to execute and deliver, in the name of and on behalf of the Parent Corporation any documents and take any and all other actions as shall be necessary and appropriate in order to effectuate the intent of the foregoing resolutions, including but not limited to executing and filing with Delaware Secretary of State the Certificate of Merger and Ownership; and

**FURTHER RESOLVED**, that all actions heretofore taken and all documentation delivered by any officer of the Parent Corporation in connection with or in furtherance of the transactions contemplated by the foregoing resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

The undersigned authorized officer of the Parent Corporation has signed this Certificate of Merger and Ownership this 28<sup>th</sup> day of December, 2006.

PREVISOR INC.

By: /s/ Noel J. Sitzmann  
Name: Noel J. Sitzmann  
Title: Chief Executive Officer and President