

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/01/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Wareforce Corp.		08/01/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Sarcom, Inc.
Street Address:	8337 A GREEN MEADOWS DR., N
City:	LEWIS CENTER
State/Country:	OHIO
Postal Code:	43035
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
Registration Number:	3118744	WF
Registration Number:	3061681	WAREFORCE
Registration Number:	2812629	OPSTRACK
Registration Number:	2747493	OPSTRACK

**CORRESPONDENCE DATA**

Fax Number: (415)268-7522  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 415 268 6538  
 Email: rlal@mofo.com, mwadsworth@mofo.com, dlabaria@mofo.com  
 Correspondent Name: Jennifer Lee Taylor  
 Address Line 1: Morrison & Foerster LLP, 425 Market St.  
 Address Line 4: San Francisco, CALIFORNIA 94105-2482

ATTORNEY DOCKET NUMBER: 27964-24062/62.01/75/76

**CH \$115.00 3118744**

NAME OF SUBMITTER:	Jennifer Lee Taylor
Signature:	/Jennifer Lee Taylor/
Date:	09/10/2008
<b>Total Attachments: 5</b> source=27964-24062, 62.01, 24075 and 24076Sarcom-Wareforce Merger (Filed in DE 8-1-08)#page1.tif source=27964-24062, 62.01, 24075 and 24076Sarcom-Wareforce Merger (Filed in DE 8-1-08)#page2.tif source=27964-24062, 62.01, 24075 and 24076Sarcom-Wareforce Merger (Filed in DE 8-1-08)#page3.tif source=27964-24062, 62.01, 24075 and 24076Sarcom-Wareforce Merger (Filed in DE 8-1-08)#page4.tif source=27964-24062, 62.01, 24075 and 24076Sarcom-Wareforce Merger (Filed in DE 8-1-08)#page5.tif	

# 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 AGREEMENT OF MERGER, WHICH MERGES:

"WAREFORCE CORP.", A DELAWARE CORPORATION,  
WITH AND INTO "SARCOM, INC." UNDER THE NAME OF "SARCOM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF AUGUST, A.D. 2008, AT 12:38 O'CLOCK P.M.

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

3089232 8100M

080838812



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 6767723

DATE: 08-01-08

TRADEMARK  
REEL: 003849 FRAME: 0992

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of August [ ], 2008, by and between Sarcom, Inc., a Delaware corporation ("Sarcom"), and Wareforce Corp., a Delaware corporation ("Wareforce"), sets forth the terms and conditions of the merger of Wareforce with and into Sarcom (the "Merger") in accordance with Section 251 of Delaware General Corporation Law, as amended (the "DGCL"), and the other applicable provisions of the DGCL. Sarcom will survive the Merger and upon the Effective Time, the separate existence of Wareforce shall cease.

WHEREAS, each of Sarcom and Wareforce is a direct, wholly-owned subsidiary of PC Mall, Inc., a Delaware corporation ("PC Mall");

WHEREAS, the respective boards of directors of each of Sarcom and Wareforce have adopted and approved, and declared it advisable and in the best interests of their respective stockholders to consummate, the Merger upon the terms and subject to the conditions set forth herein; and

WHEREAS, PC Mall, as the sole stockholder of each of Sarcom and Wareforce, has adopted and approved the Merger upon the terms and subject to the conditions set forth herein.

NOW, THEREFORE, the parties hereto hereby prescribe the terms and conditions of the Merger and the mode of carrying the same into effect as follows:

1. Merger.

1.1 The name and place of incorporation of each constituent corporation is as follows: (i) Sarcom, Inc., incorporated under the laws of the State of Delaware; and (ii) Wareforce Corp., incorporated under the laws of the State of Delaware.

1.2 At the Effective Time (as defined herein), Wareforce shall merge with and into Sarcom in accordance with Section 251 of the DGCL, the separate existence of Wareforce shall cease and Sarcom shall be the surviving corporation (from and after such time, the "Surviving Corporation").

2. Effect of the Merger. The effect of the Merger shall be as provided in Section 251 of the DGCL and any other provisions of applicable law. Without limiting the generality foregoing, as a result of the Merger, by operation of law and without further act or deed, at the Effective Time all property, rights, interests and other assets of Wareforce shall be transferred to and vested in the Surviving Corporation, and the Surviving Corporation shall assume all of the debts, liabilities and other obligations of Wareforce as if the Surviving Corporation had itself incurred them.

3. Effect on Common Stock. At the Effective Time: (i) each share of common stock, par value \$0.001 per share, of Wareforce that is issued and outstanding as of immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of any holder thereof, be cancelled without consideration therefore; and (ii) (x) each outstanding share of common stock, par value \$0.01 per share, of Sarcom that is issued and outstanding as of

immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of any holder thereof, be converted into one (1) share of common stock, par value \$0.01 per share, of the Surviving Corporation, and (y) each certificate evidencing ownership of any shares of common stock of Sarcom as of immediately prior to the Effective Time shall continue thereafter to evidence ownership of such shares of common stock of the Surviving Corporation in accordance with applicable law. No shares of any other class or series of capital stock or any other securities of either of the constituent corporations are outstanding as of the date hereof and no such shares or other securities will be outstanding as of immediately prior to the Effective Time. As of the Effective Time, the Surviving Corporation shall be a direct, wholly-owned subsidiary of PC Mall.

4. Certificate of Incorporation, Bylaws, Officers and Directors. The certificate of incorporation and bylaws of Sarcom in effect immediately prior to the Effective Time shall be the certificate of incorporation and bylaws of the Surviving Corporation unless and until such certificate of incorporation or bylaws, as applicable, are subsequently amended as provided therein and in accordance with applicable law. The officers and directors of Sarcom immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation as of the Effective Time, each to hold office until their respective successors are duly elected and qualified or otherwise in accordance with the certificate of incorporation and bylaws of the Surviving Corporation and applicable law.

5. Effective Time. The Merger shall be effective upon the date and time of the filing of this Agreement with the Delaware Secretary of State in accordance with the DGCL (the "Effective Time").

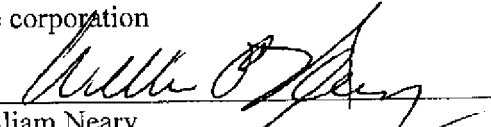
6. Adoption and Approval. By signing below, the Secretary of Sarcom hereby certifies that this Agreement was duly adopted and approved by the board of directors of Sarcom and by the sole stockholder of Sarcom, and that without limiting the generality of the foregoing all of the shares of outstanding stock of Sarcom have been voted for the adoption of this Agreement. By signing below, the Secretary of Wareforce hereby certifies that this Agreement was duly adopted and approved by the board of directors and the sole stockholder of Wareforce, and that without limiting the generality of the foregoing all of the shares of outstanding stock of Wareforce have been voted for the adoption of this Agreement. Each party hereto acknowledges and agrees that this Agreement has been adopted, approved, certified, executed and acknowledged by such party in accordance with the laws of the jurisdiction under which it is formed.


7. Amendment. This Agreement may be amended by the parties hereto only pursuant to due authorization of their respective boards of directors and, if any amendment changes any of the principal terms of the Merger, by the approval of the stockholders of each of the parties hereto in the same manner as they approved the principal terms of the Merger. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto. This Agreement can only be amended prior to the Effective Time.

8. Counterparts. This Agreement may be executed in one or more counterparts (including by means of facsimile or other electronic transmission), each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

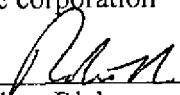
**IN WITNESS WHEREOF**, the parties hereto have executed and acknowledged this Agreement and Plan of Merger as of the day and year first written above. The signature of each person signing this instrument below constitutes the affirmation and acknowledgement of such signatory, under penalties of perjury, that this instrument is such person's act and deed or the act and deed of the applicable constituent corporation, and that the facts stated herein are true.

SARCOM, INC.,  
a Delaware corporation

By:   
William Neary  
Chairman of the Board and Treasurer

By:   
Robert Rich  
President and Secretary

WAREFORCE CORP.,  
a Delaware corporation

By:   
Robert Rich  
President

By: \_\_\_\_\_  
Eric Keating  
Secretary

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Robert Rich  
President and Secretary

WAREFORCE CORP.,  
a Delaware corporation

By: \_\_\_\_\_  
Robert Rich  
President

By:  \_\_\_\_\_  
Eric Keating  
Secretary