IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

WHERE 2 GET IT, INC.,	)	
	)	
Plaintiffs,	)	
	)	
- vs. -	)	
	)	**CIVIL ACTION NO. 11-223-RGA**
GEOTAG, INC.,	)	
	)	
Defendant.	)	
	)	
	)	

DECLARATION OF ERIC W. BUETHER

I, Eric W. Buether, declare as follows:

1. I have personal knowledge of the facts set forth in this Declaration. I am competent to testify as to all matters stated, and I am not under any legal disability that would in any way preclude me from testifying.

2. I am a member of the law firm of Buether Joe & Carpenter, LLP ("BJC") and one of the attorneys representing GeoTag, Inc., in this and other matters.

3. On or about October 10, 2011, GeoTag Inc., a corporation incorporated under the laws of Delaware ("Geotag Delaware"), was merged into GeoTag, Inc., a corporation incorporated under the laws of Texas ("GeoTag Texas".

4. A true and correct copy of the Certificate of Merger filed with the Secretary of State of the State of Texas is attached as Exhibit A.

5. A true and correct copy of the Certificate of Merger filed with the Secretary of State of the State of Delaware is attached as Exhibit B.

6. After the merger of GeoTag Delaware no longer existed as a legal entity.

I declare under penalty of perjury that the foregoing is true and correct and that I have signed this declaration in Dallas, Texas on December 29, 2011.

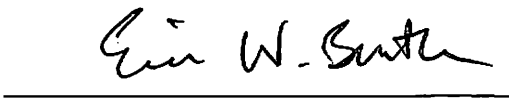


EXHIBIT A

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Hope Andrade
Secretary of State

Office of the Secretary of State

October 11, 2011

CT Corporation System
701 Brazos, Ste. 720
Austin, TX 78701 USA

RE:
GeoTag, Inc. (File Number: 801488954)

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

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Hope Andrade
Secretary of State

Office of the Secretary of State

CERTIFICATE OF MERGER

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

GeoTag Inc.
Foreign For-Profit Corporation
Delaware, USA
[Entity not of Record, Filing Number Not Available]

Into

GeoTag, Inc.
Domestic For-Profit Corporation
[File Number: 801488954]

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: 10/10/2011

Effective: 10/10/2011

Hope Andrade
Secretary of State

FILED
In the Office of the
Secretary of State of Texas
OCT 10 2011
Corporations Section

CERTIFICATE OF MERGER

GEOTAG INC.,
a Delaware corporation
(DISAPPEARING ENTITY)
INTO
GEOTAG, INC.,
a Texas corporation
(SURVIVING ENTITY)

Pursuant to the Texas Business Organizations Code, the Delaware General Corporation Law, and the title applicable to each domestic filing entity below, the undersigned parties submit this Certificate of Merger.

ARTICLE 1
PARTIES TO THE MERGER

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the Secretary of State for each organization that is a party to the merger are as follows:

1. *Party 1.*

   a. The name of Party 1 is GEOTAG INC.

   b. The organization is a Delaware corporation.

   c. It is organized under the laws of Delaware, United States of America.

   d. The file number is 4849708.

   e. Its principal place of business is 2591 Dallas Parkway, Suite 505, Frisco, Texas 75034.

   f. The organization will not survive the merger.

2. *Party 2.*

   a. The name of Party 2 is GEOTAG, INC.

   b. The organization is a Texas corporation.

c. It is organized under the laws of Texas, United States of America.

d. The file number is 801488954.

e. Its principal place of business is 2591 Dallas Parkway, Suite 505, Frisco, Texas 75034.

f. The organization will survive the merger.

ARTICLE 2
PLAN OF MERGER

Each domestic filing entity certified that:

1. A signed plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this Certificate of Merger as a party to the merger or an organization created by the merger.

2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger.

3. The surviving entity, GeoTag, Inc. shall be liable for all margins taxes, fees and franchise taxes that Party 1 is obligated to pay in the event same are not timely paid.

ARTICLE 3
AMENDMENTS

No amendments to the Certificate of Formation of any filing entity that is a party to the merger are effected by the merger.

ARTICLE 4
ORGANIZATIONS CREATED BY MERGER

No new entities are created pursuant to the plan of merger.

ARTICLE 5
APPROVAL OF THE PLAN OF MERGER

The approval of the Plan of Merger was duly authorized by all action required by the laws under which each party to the Merger is incorporated and by its constituent documents.

Approval by Party 1

1. The number of outstanding shares of common stock of Geotag Inc., a Delaware corporation entitled to vote, with other shares or as a class, on the Plan of Merger are as follows:

Number of Shares Outstanding	Class or Series	Number of Shares Entitled to Vote as a Class or Series
63,449,522	Common Stock	63,449,522

2. The number of shares of common stock, not entitled to vote only as a class, of Geotag Inc., a Delaware corporation which voted for and against the Plan of Merger, respectively, and, if the shares of any class or series are entitled to vote as a class, the number of shares of common stock of each such class or series voted for and against the Plan of Merger, are as follows:

Total Voted For	Total Voted Against	Class or Series	Number of Shares Entitled to Vote as a Class or Series	
			Voted For	Against
42,544,066	0	Common Stock	42,544,066	0

Approval by Party 2

The Plan of Merger is not required to be approved by the shareholders of GeoTag, Inc., pursuant to the constituent laws of the State of Texas and the governing documents of GeoTag, Inc., a Texas corporation.

ARTICLE 6
EFFECTIVENESS OF FILING

This document becomes effective upon its filing with the Texas Secretary of State.

GeoTag Inc.,
a Delaware corporation
(Party 1)

By: John Veenstra
Title: Chief Executive Officer

GeoTag, Inc., a Texas corporation
(Party 2)

By: John Veenstra
Title: Chief Executive Officer

EXHIBIT B

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GEOTAG INC.", A DELAWARE CORPORATION,

WITH AND INTO "GEOTAG, INC." UNDER THE NAME OF "GEOTAG, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF OCTOBER, A.D. 2011, AT 4:28 O'CLOCK P.M.

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

Jeffrey W. Bullock, Secretary of State

5050133 8100M

111086764

AUTHENTICATION: 9084619

DATE: 10-11-11

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:28 PM 10/10/2011
FILED 04:28 PM 10/10/2011
SRV 111086764 - 4849708 FILE

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN CORPORATION

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

DOES HEREBY CERTIFY:

FIRST: The name of each constituent corporation is GeoTag, Inc., a Texas corporation, and Geotag Inc., a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is GeoTag, Inc., a Texas corporation.

FOURTH: The Certificate of Formation of the surviving corporation shall be the surviving corporation's Certificate of Formation.

FIFTH: The merger is to become effective upon filing.

SIXTH: The Agreement of Merger is on file at 2591 Dallas Parkway, Suite 505, Frisco, Texas 75034, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHTH: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 2591 Dallas Parkway, Suite 505, Frisco, TX 75034-8564.

[Signature Page Follows.]

IN WITNESS WHEREOF, the surviving corporation has caused this Certificate to be signed by an authorized officer this 30th day of September, 2011.

By: _____
(Authorized Officer)

Name: John Veenstra

Title: Chief Executive Officer