

06-09-1998



Form PTO-

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100730127

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

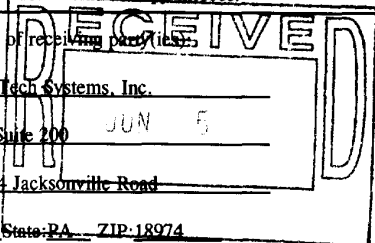
MLO 6-5-98

1. Name of conveying party(ies):
 Innovative Tech Systems, Inc., of Delaware

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Innovative Tech Systems, Inc.
 Internal Address: Suite 200
 Street Address: 444 Jacksonville Road
 City: Warminster State: PA ZIP: 18974



3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 26, 1998

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Illinois
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional Name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) B. Trademark registration No.(s) 1,574,531

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Archer & Greiner, P.C.
 Internal Address: Patricia Kane Williams, Esquire
 Street Address: One Centennial Square
P.O. Box 3000
 City: Haddonfield State: NJ ZIP: 08033

6. Total number of applications and registrations involved: [1]

7. Total fee (37 CFR 3.41):..... \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Patricia Kane Williams, Esquire Patricia Kane Williams 6/3/98
 Name of Person Signing Signature Date

Total number of pages completing cover sheet: [12]

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D. C. 20503.

JWTKINS 0000121 1574531

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06/08/1998

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COPY

State of Illinois Office of The Secretary of State

Whereas,

ARTICLES OF MERGER OF
INNOVATIVE TECH SYSTEMS, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 28TH day of JANUARY A.D. 19 98 and of the Independence of the United States the two hundred and 22ND



George H. Ryan

Secretary of State
TRADEMARK

REEL: 1747 FRAME: 0019

Form **BCA-11.25**

(Rev. Jan. 1995)

ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE

File # 5423-780-4

George H. Ryan
Secretary of State
Department of Business Services

SUBMIT IN DUPLICATE

FILED

This space for use by
Secretary of State

JAN 28 1998

Date

1/28/98

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State." Filing fee is \$100, but if a merger or consolidation of more than 2 corporations, \$50 for each additional corporation.

Filing Fee

\$ 100.

Approved

**GEORGE H. RYAN
SECRETARY OF STATE**

1. Names of the corporations proposing to merge consolidate, exchange shares, and the state or country of their incorporation:

Name of Corporation	State or Country Of Incorporation	Corporation File No.
<u>Innovative Tech Systems, Inc.</u>	<u>Illinois</u>	_____
<u>Innovative Tech Systems, Inc., of Delaware</u>	<u>Delaware</u>	_____
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. (a) Name of the surviving new corporation: Innovative Tech Systems, Inc. acquiring

(b) it shall be governed by the laws of: Illinois

4. Plan of merger consolidation exchange is as follows: see attached Exhibit A

If not sufficient space to cover this point, add one or more sheets of this size.

EXPEDITED

JAN 28 1998

5. Plan of merger consolidation exchange was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30—90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.
(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 & § 11.220

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

<u>Name of Corporation</u>	* <u>none of the above apply - see Exhibit B</u>		
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

- a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- b. (Not applicable to 100% owned subsidiaries)
 The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 19____.

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of the subsidiary corporations received? Yes No

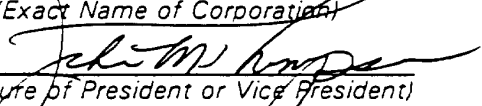
(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated January 26, 19 98

Innovative Tech Systems, Inc.
 (Exact Name of Corporation)

attested by 
 (Signature of Secretary or Assistant Secretary)

by 
 (Signature of President or Vice President)

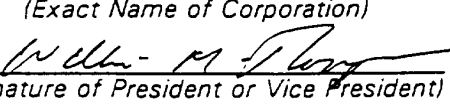
Karen A. Thompson, Secretary
 (Type or Print Name and Title)

John M. Thompson, President
 (Type or Print Name and Title)

Dated January 26, 19 98

Innovative Tech Systems, Inc., of Delaware
 (Exact Name of Corporation)

attested by 
 (Signature of Secretary or Assistant Secretary)

by 
 (Signature of President or Vice President)

John M. Thompson, Secretary
 (Type or Print Name and Title)

William M. Thompson, President
 (Type or Print Name and Title)

Dated _____, 19 _____

 (Exact Name of Corporation)

attested by _____
 (Signature of Secretary or Assistant Secretary)

by _____
 (Signature of President or Vice President)

 (Type or Print Name and Title)

 (Type or Print Name and Title)

AGREEMENT AND PLAN OF MERGER
OF
INNOVATIVE TECH SYSTEMS, INC., OF DELAWARE,
a Delaware corporation
INTO
INNOVATIVE TECH SYSTEMS, INC.,
an Illinois corporation authorized to do business in Delaware

AGREEMENT AND PLAN OF MERGER dated as of January 21, 1998 (the "Agreement"), by and between INNOVATIVE TECH SYSTEMS, INC., OF DELAWARE, a Delaware corporation (the "Company"), and INNOVATIVE TECH SYSTEMS, INC., an Illinois corporation (the "Surviving Corporation"), said corporations being hereinafter collectively referred to as the "Constituent Corporations".

WHEREAS, the Company is the wholly owned subsidiary of the Surviving Corporation.

WHEREAS, the sole shareholder and all of the directors of the Company and all of the directors of the Surviving Corporation deem it desirable and in the best interest of the Constituent Corporations that the Company be merged into the Surviving Corporation.

NOW, THEREFORE, in consideration of the mutual covenants and premises herein contained, the Constituent Corporations agree, pursuant to the applicable provisions of the Illinois Business Corporation Act of 1983 and the Delaware General Corporation Law, that the Company shall be merged into the Surviving Corporation as a single corporation (the "Merger") and that the terms of such Merger and the mode of carrying the same into effect are and shall be as follows:

ARTICLE I

The Company shall be merged into the Surviving Corporation, the corporate existence of the Company shall cease, and the corporate existence of the Surviving Corporation shall continue under the name INNOVATIVE TECH SYSTEMS, INC. As a result of the Merger, the Surviving Corporation shall become the owner without transfer of all rights and property of the Company and the Surviving Corporation shall become subject to all the debts and liabilities of the Company in the same manner as if the Surviving Corporation had itself incurred them.

ARTICLE II

The Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the effective date of the Merger, shall be and continue to be the Certificate of Incorporation of the Surviving Corporation.

ARTICLE III

The By-Laws of the Surviving Corporation, as in effect immediately prior to the effective date of the Merger, shall be and continue to be the By-Laws of the Surviving Corporation until thereafter amended.

ARTICLE IV

As of the effective date of the Merger, those persons who immediately prior thereto were the directors and officers of the Surviving Corporation shall continue to serve as directors and officers of the Surviving Corporation until their successors are duly elected and qualified, subject to their earlier resignation, death or removal from office.

ARTICLE V

The manner and basis of dealing with the outstanding shares of capital stock of the Constituent Corporations shall be as follows:

(a) On the effective date of the Merger, the 100 shares of the Company's Common Stock, no par value, issued and outstanding immediately prior to the effective date of the Merger (said 100 shares represent all of the issued and outstanding stock of the Company prior to the effective date of the Merger) shall, by virtue of the Merger, be eliminated and cease to exist, and the certificates representing such shares shall be canceled and retired of record. No cash, securities, or other consideration shall be paid or delivered in exchange for such common stock.

(b) None of the shares of the Stock of the Surviving Corporation issued at the effective time of the Merger shall be converted, as a result of the Merger, but all such shares shall remain issued shares of Stock of the Surviving Corporation.

ARTICLE VI

This Agreement has been approved and adopted by all of the shareholders and directors of the Company and the Board of Directors of the Surviving Corporation as provided by law. Pursuant to Section 5/11.20(c) of the Illinois Business Corporation Act of 1983 and Section 251(f) of the Delaware General Corporation Law, approval by the shareholders of the Surviving Corporation is not required since (i) this Agreement does not amend in any respect the Certificate of Incorporation of the Surviving Corporation, (ii) each share of stock of the Surviving Corporation outstanding immediately prior to the effective date of the Merger is to be an identical outstanding share of the Surviving Corporation after the effective date of the

Merger, and (iii) no shares of common stock of the Surviving Corporation and no shares, securities or obligations convertible into such stock are to be delivered or issued under this Agreement.

Subject to the conditions contained herein, this Agreement shall be executed and delivered to the Secretary of State of Delaware for filing in accordance with the Delaware General Corporation Law, and appropriate Articles of Merger shall be executed and delivered to the Secretary of the State of Illinois for filing in accordance with the Illinois Business Corporation Act of 1983.

ARTICLE VII

Anything herein to the contrary notwithstanding, this Agreement may be terminated and abandoned at any time before the effective date of the Merger at the direction of the board of directors of either company.

ARTICLE VIII

The Surviving Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Company, as well as for enforcement of any obligation of said Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right, if any, of any stockholder of the Company as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address to which a copy

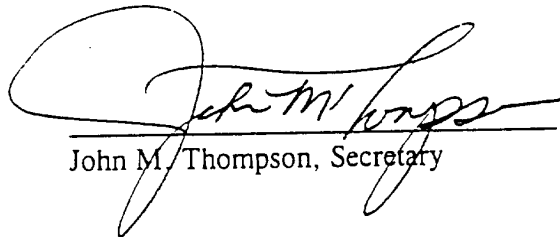
of such process shall be mailed by the Secretary of State of the State of Delaware: 444 Jackson Road, Suite 200, Warminster, PA 18974.

ARTICLE IX

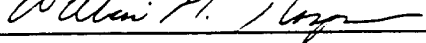
This Plan of Merger shall become effective as of 11:59 p.m. on January 31, 1998.

IN WITNESS WHEREOF, this Agreement has been duly executed on the day and year first above written.

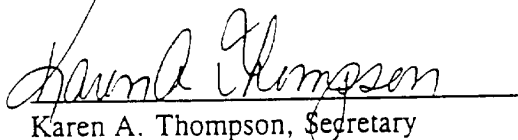
Attest:


John M. Thompson, Secretary

INNOVATIVE TECH SYSTEMS, INC.,
OF DELAWARE

BY: 
William M. Thompson, President

Attest:


Karen A. Thompson, Secretary

INNOVATIVE TECH SYSTEMS, INC.

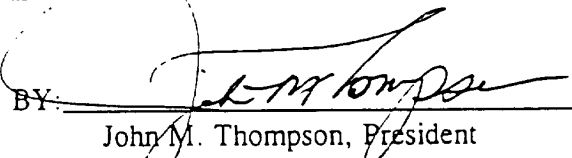
BY: 
John M. Thompson, President

EXHIBIT B

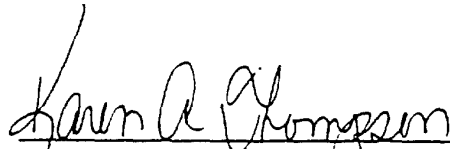
Pursuant to Section 5/11.20(c) of the Illinois Business Corporation Act of 1983, approval by the shareholders of Innovative Tech Systems, Inc., an Illinois corporation, (the "Surviving Corporation") is not required since (i) the Agreement and Plan of Merger does not amend in any respect the Certificate of Incorporation of the Surviving Corporation, (ii) each share of stock of the Surviving Corporation outstanding immediately prior to the effective date of the merger is to be an identical outstanding share of the Surviving Corporation after the effective date of the merger, and (iii) no shares of common stock of the Surviving Corporation and no shares, securities or obligations convertible into such stock are to be delivered or issued under the Agreement and Plan of Merger.

292296

CERTIFICATE OF SECRETARY
OF
INNOVATIVE TECH SYSTEMS, INC.

I, Karen A. Thompson, Secretary of INNOVATIVE TECH SYSTEMS, INC., an Illinois corporation ("ITS"), hereby certify, as such Secretary, that the Agreement and Plan of Merger on which this certificate is made, after first being signed by the President and Secretary of ITS, and the President and Secretary of Innovative Tech Systems, Inc., of Delaware, a Delaware corporation, under the respective corporate seals of said corporations, was duly approved and adopted pursuant to Section 8.45 of the Illinois Business Corporation Act of 1983, by the written consent of all of the directors of ITS.

WITNESS my hand and the seal of Innovative Tech Systems, Inc., this 16 day of January, 1998.



Karen A. Thompson, Secretary

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