

RE  
TI  
MRR 8/13/98

08-20-1998



Docket No.:

Tab settings

To the Honorable Commissioner of Patents &

100799935

.....ed original documents or copy thereof.

1. Name of conveying party(ies):

Wells Electronics, Inc.

- Individual(s)
- General Partnership
- Corporation-State Indiana
- Other \_\_\_\_\_

- Association
- Limited Partnership

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: July 31, 1998

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

Name: Wells-CTI, Inc.

Internal Address: \_\_\_\_\_

Street Address: 52940 Olive Road

City: South Bend State: IN ZIP: 46628

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Indiana
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from  
Additional name(s) & address(es)  Yes  N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,178,922	1,212,219	1,197,178
1,283,223	1,197,179	1,943,173

Additional numbers  Yes  No

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

Name: James D. Hall

Internal Address: Baker & Daniels

Street Address: 205 West Jefferson Boulevard, Suite 250

City: South Bend State: IN ZIP: 46601

6. Total number of applications and registrations involved:.....

6

7. Total fee (37 CFR 3.41):.....\$ \$165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-0387

08/19/1998 JSHABAZZ 00000028 1178922

DO NOT USE THIS SPACE

01 FC:481 40.00 OP  
02 FC:482 125.00 OP

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.

James D. Hall  
Name of Person Signing

Signature

8-10-98

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK  
REEL: 1770 FRAME: 0190



**ARTICLES OF MERGER**

State Form 39036 (RS/2-87)

Approved by State Board of Accounts, 1995

SUE ANNE GILROY  
SECRETARY OF STATE  
CORPORATIONS DIVISION  
302 W. Washington Street, Rm. E018  
Indianapolis, IN 46204  
Telephone: (317) 232-6576

RECEIVED  
CORPORATIONS DIV.

Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$90.00

**INSTRUCTIONS:** Use 8 1/2" x 11" white paper for inserts.  
Present original and two (2) copies to address in upper right corner of this form.  
Please TYPE or PRINT.  
Upon completion of filing the Secretary of State will issue a receipt.

28 JUL 21 1988 57

**ARTICLES OF MERGER / SHARE EXCHANGE  
OF**

**CTi Technologies, Inc.**

(hereinafter "the nonsurviving corporation(s)")

**INTO**

**Wells Electronics, Inc.**

(hereinafter "the surviving corporation")

**ARTICLE I - SURVIVING CORPORATION**

The name of the corporation surviving the merger is: Wells-CTI, Inc.  
and such name  has  has not (designate which) been changed as a result of the merger.

a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on February 5, 1916.

b. The surviving corporation is a foreign corporation incorporated under the laws of the State of \_\_\_\_\_ and  qualified  not qualified (designate which) to do business in Indiana.  
If the surviving corporation is qualified to do business in Indiana, state the date of qualification: \_\_\_\_\_  
(If Application for Certificate of Authority is filed concurrently herewith state upon approval or Application for Certificate of Authority.)

**ARTICLE II - NONSURVIVING CORPORATION (S)**

The name, state of incorporation, and date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation <u>CTi Technologies, Inc.</u>	
State of Domicile <u>Massachusetts</u>	Date of Incorporation or qualification in Indiana (if applicable) <u>Incorporated 9/1/88; not qualified in IN</u>
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana (if applicable)
Name of Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana (if applicable)

**ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE**

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

TRADEMARK

**ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)**

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on July 2 1998 and signed by all shareholders entitled to vote.  
 B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)	Common			
NUMBER OF OUTSTANDING SHARES	7,825			
NUMBER OF VOTES ENTITLED TO BE CAST	7,825			
NUMBER OF VOTES REPRESENTED AT MEETING	7,825			
SHARES VOTED IN FAVOR	7,825			
SHARES VOTED AGAINST	0			

**ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)**

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on July 2 1998 and signed by all shareholders entitled to vote.  
 B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)	Common			
NUMBER OF OUTSTANDING SHARES	100,000			
NUMBER OF VOTES ENTITLED TO BE CAST	100,000			
NUMBER OF VOTES REPRESENTED AT MEETING	100,000			
SHARES VOTED IN FAVOR	100,000			
SHARES VOTED AGAINST	0			

In Witness Whereof, the undersigned being the Chief Executive Officer of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this 31st day of July, 1998.

Signature

Printed name  
JOHN L. Dwight, Jr.

~~FILED~~  
AGREEMENT AND PLAN OF MERGER  
~~RECORDED~~

7 " " 6  
AGREEMENT AND PLAN OF MERGER adopted this 31st day of July, 1998, by and  
between CTi Technologies, Inc., a Massachusetts corporation ("CTi"), which shall be the merged  
corporation, and Wells Electronics, Inc., an Indiana corporation ("Wells"), which shall be the  
surviving corporation.

WHEREAS, CTi is a Massachusetts corporation with an authorized capital stock  
consisting of 300,000 shares of common stock, \$.01 par value; and

WHEREAS, Wells is an Indiana corporation with an authorized capital stock consisting of  
13,500 shares of common stock, no par value; and

WHEREAS, PCD Inc., a Massachusetts corporation ("PCD"), owns 100% of the  
outstanding shares of stock of each of CTi and Wells; and

WHEREAS, the principal office of CTi is 2102 West Quail Avenue, Suite 2, Phoenix, AZ,  
85027; and

WHEREAS, the principal office of Wells is 52940 Olive Road, South Bend, IN 46628.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements  
herein contained, it is agreed by and among the parties hereto as follows:

1. Merger. The following Agreement Plan of Merger of CTi and Wells is adopted  
pursuant to I.C. 23-1-40 of the Indiana Business Corporation Law, G.L. c156B, S79, of the  
General Laws of Massachusetts, and Section 368 (a) (1) (A) of the Internal Revenue Code. On the  
Effective Date of the merger, CTi shall be merged into Wells.

2. Effective Date. This Agreement and Plan of Merger shall be filed by Wells with  
the Secretary of State of the State of Indiana and with the Secretary of State of The  
Commonwealth of Massachusetts. This Plan and Agreement of Merger shall become effective  
immediately upon the filing by Wells of the Articles of Merger with the Secretary of the State of  
the State of Indiana, the time of such effectiveness being hereinafter called the Effective Date.

3. Surviving Corporation. Wells shall survive the merger herein contemplated, shall continue to be governed by the laws of the State of Indiana, and shall hereafter be called "Wells-CTI, Inc." The separate corporate existence of CTi shall cease forthwith upon the Effective Date.

4. Authorized Capital. The authorized capital stock of Wells-CTI, Inc. following the Effective Date shall be 13,500 shares of common stock, no par value, unless and until the same shall be changed in accordance with the laws of The State of Indiana.

5. Shareholder Approval. The merger has been approved by the holder of all of the outstanding shares of each of CTi and Wells.

6. Manner and Basis of Converting Shares. On the effective date, upon the effectiveness of the merger herein provided for and by the virtue thereof, and without any action on the part of the shareholder, all of the outstanding shares of capital stock of CTi (including any shares of such stock held in treasury) shall be extinguished and shall not be converted into shares of Wells. Promptly after the effective date, the shareholder of CTi shall surrender and cancel all certificates representing the shares of stock of CTi held by it. The outstanding shares of the Wells shall not be affected by this merger and shall continue to be outstanding.

7. Agreement of Wells-CTI. Wells-CTI agrees that it may be served with process in The Commonwealth of Massachusetts in any proceeding for the enforcement of any obligation including taxes, of CTi, or any obligation of Wells-CTI for which it was previously amenable to suit in Massachusetts, and in any proceeding for the enforcement of the rights of a dissenting shareholder of CTi against Wells-CTI; and it hereby irrevocably appoints the Secretary of State of The Commonwealth of Massachusetts as its agent to accept service of process in any such proceeding, and designates the below listed post office address to which the Secretary of State shall mail a copy of the process in such proceeding:

Wells-CTI, Inc.  
c/o PCD Inc.  
2 Technology Drive  
Centennial Park  
Peabody, MA 01960

Wells-CTI agrees that it will pay promptly to any dissenting shareholders of CTi the amount, if any, to which such shareholders are entitled under the provisions of the General Laws of The Commonwealth of Massachusetts with respect to the rights of dissenting shareholders.

8. Articles of Incorporation; By-Laws. The Articles of Incorporation of Wells shall be the Articles of Incorporation of the surviving corporation. The By-laws of Wells shall be the By-Laws of the surviving corporation.

9. Corporate Purpose. Following the Effective Date, Wells-CTI shall have the corporate purpose stated in its Articles of Incorporation.

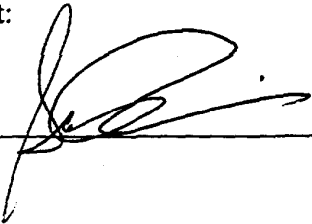
10. Board of Directors. The members of the board of directors of Wells-CTI shall be John L. Dwight, Jr., Mary L. Mandarino and Richard J. Mullin, to serve until the next annual meeting of stockholders or until their successors are duly elected and qualified.

11. Termination. This Plan and Agreement of Merger may be terminated and abandoned by action of the board of directors of either of Wells or CTi at any time before the Effective Date.

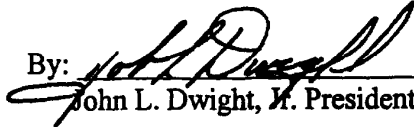
*Remainder of page intentionally left blank*

IN WITNESS WHEREOF, each of Wells and CTi, pursuant to authority duly granted, has caused this Agreement and Plan of Merger to be executed and attested as the respective act, deed, and agreement of each of such corporations, and its corporate seal to be hereunto affixed.

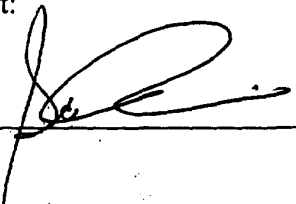
Attest:

By: 

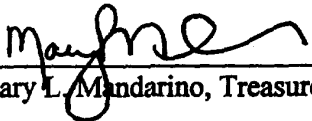
**CTi Technologies, Inc.,**  
a Massachusetts corporation

By:   
John L. Dwight, Jr. President

Attest:

By: 

[CORPORATE SEAL]

By:   
Mary L. Mandarino, Treasurer

Attest:

By: \_\_\_\_\_

**Wells Electronics, Inc.,**  
an Indiana corporation

By: \_\_\_\_\_  
Richard J. Mullin, President

Attest:

By: 

[CORPORATE SEAL]

By:   
Mary L. Mandarino, Treasurer

0397589.01

IN WITNESS WHEREOF, each of Wells and CTi, pursuant to authority duly granted, has caused this Agreement and Plan of Merger to be executed and attested as the respective act, deed, and agreement of each of such corporations, and its corporate seal to be hereunto affixed.

Attest:

**CTi Technologies, Inc.,**  
a Massachusetts corporation

By: \_\_\_\_\_

By: \_\_\_\_\_  
John L. Dwight, Jr. President

Attest:

By: \_\_\_\_\_

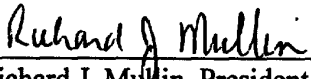
By: \_\_\_\_\_  
Mary L. Mandarino, Treasurer

[CORPORATE SEAL]

Attest:

**Wells Electronics, Inc.,**  
an Indiana corporation

By:  \_\_\_\_\_

By:  \_\_\_\_\_  
Richard J. Mullin, President

Attest:

By: \_\_\_\_\_

By: \_\_\_\_\_  
Mary L. Mandarino, Treasurer

[CORPORATE SEAL]

0397589.01