

09-16-1998

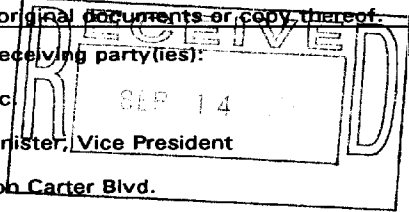


COVER SHEET ONLY U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

9-14-98

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the attached original documents or copy thereof.



To the Honorable Commissioner

1. Name of conveying party(ies): Uniden America Corporation

- () Individual () Association
() General Partnership () Limited Partnership
(/) Corporation-State IN () Other

Additional name(s) of conveying party(ies) attached? () Yes (/) No

3. Nature of conveyance:

- () Assignment () Merger
() Security Agreement (/) Change of Name
() Other

Execution Date: September 30, 1997

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

Name: Uniden Financial, Inc
Internal Address: Doug Barlister, Vice President
Street Address: 4700 Amon Carter Blvd.
City: Fort Worth State: TX ZIP: 76155

- () Individual(s) Citizenship: U.S.A.
() Association:
() General Partnership:
() Limited Partnership:
(/) Corporation-State: IN
() 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 trademark number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,124,639 for UNIDEN

Additional numbers attached? () Yes (/) No

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

Name: Elisabeth A. Evert, Esq.
Internal Address: Sidley & Austin
Street Address: 717 North Harwood St., Suite 3400
City: Dallas State: TX ZIP: 75201

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: 18-1260

(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.

Elisabeth A. Evert, Esq.
Name of Person Signing

Signature: [Handwritten Signature] #34156

Date: September 11, 1998

Total number of pages comprising cover sheet 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

09/16/1998 DMUYEN 00000139 1124639
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Commissioner of Patents and Trademarks
Box Assignment
Washington, D.C. 20231

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APPROVED
AND
FILED

RECEIVED
REGISTRATIONS DIV.

IND. SECRETARY OF STATE

ARTICLES AND CERTIFICATE OF MERGER

OF

97OCT 8 19:01

UNIDEN FINANCIAL, INC.

WITH AND INTO

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UNIDEN AMERICA CORPORATION SHE ANNE GILROY

In accordance with the requirements of the Indiana Business Corporation Law (hereinafter, the "Indiana Act"), and the Delaware General Corporation Law (hereinafter, the "Delaware Law") the undersigned corporations, desiring to effect a merger, set forth the following facts:

ARTICLE I
Surviving Corporation

The name of the corporation surviving the merger (the "Surviving Corporation") is Uniden America Corporation, and its name is being changed to Uniden Financial, Inc. as a result of the merger. The Surviving Corporation is an Indiana domestic corporation existing pursuant to the provisions of the Indiana Act.

ARTICLE II
Merging Corporation

The name of the corporation merging into the Surviving Corporation is Uniden Financial, Inc. (the "Merging Corporation"). The Merging Corporation is a Delaware corporation existing pursuant to the provisions of the Delaware Law.

ARTICLE III
Plan of Merger

The Plan of Merger, containing such information as required by section 23-1-40-1(b) of the Indiana Act and by section 252 of the Delaware Law, has been approved, adopted, certified, executed and acknowledged and is set forth in "Exhibit A," attached hereto and made a part hereof. A copy of the Plan of Merger will be furnished by the surviving Corporation on request and without cost to any stockholder of any constituent corporation.

ARTICLE IV
Manner of Adoption and Vote

The manner of adoption and vote by which the Plan of Merger was adopted and approved by each corporation party to the merger is as follows:

Section 1. Action by the Surviving Corporation.

- A. Action by Directors. By unanimous written consent, dated September 30, 1997, the Board of Directors of the Surviving Corporation, adopted the Articles and Certificate of Merger and the Plan of Merger and recommended it to the shareholders and directed that it be submitted to the shareholders entitled to vote in respect thereof at a special meeting to be held on October 15, 1997, unless the Articles and Certificate of Merger and the Plan of Merger was so approved prior to such date by unanimous written consent.
- B. Action by Shareholders. By unanimous written consent dated September 30, 1997, the shareholders of the Surviving Corporation approved the Articles and Certificate of Merger and the Plan of Merger.

Section 2. Action by the Merging Corporation.

- A. Action by Directors. By unanimous written consent, dated September 30, 1997, the board of Directors of the Merging Corporation adopted the Articles and Certificate of Merger and the Plan of Merger and recommended it to the shareholders and directed that it be submitted to the shareholders entitled to vote in respect thereof at a special meeting to be held on October 15, 1997, unless the Articles and Certificate of Merger and the Plan of Merger was so approved prior to such date by unanimous written consent.
- B. Action by Shareholders. By unanimous written consent dated September 30, 1997, the shareholders of the Merging Corporation approved the Articles and Certificate of Merger and the Plan of Merger.

Section 3. Compliance with Legal Requirements.

The manner of the adoption of the Articles and Certificate of Merger and the Plan of Merger, and the vote by which it was adopted and approved, constitute full legal compliance with the provisions of the Indiana Act, the Delaware Law and the Articles of Incorporation and Code of By-Laws of the above-named corporations.

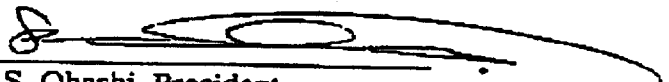
ARTICLE V
Service of Process

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 any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any

stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and irrevocably appoints the Secretary of State of the State of Delaware as the surviving corporation's agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware is Legal Department, Attention Gary A. Kline, 4700 Amon Carter Blvd., Fort Worth, TX 76155.

IN WITNESS WHEREOF, each undersigned corporation has caused these Articles and Certificate of Merger to be signed and executed by a duly authorized officer who verifies, subject to penalties of perjury, that the statements contained herein are true, this 30th day of September, 1997.

Uniden America Corporation

By 
S. Ohashi, President

Uniden Financial, Inc.

By 
H. Inagaki, President

Exhibit A**PLAN OF MERGER**

This PLAN OF MERGER sets forth the terms of a proposed merger of Uniden Financial, Inc., a Delaware corporation (the "Merging Corporation"), into Uniden America Corporation, an Indiana corporation (the "Surviving Corporation").

Section 1. Merger and Effective Time. Effective as of the close of business on September 30, 1997 or such later time as the Articles and Certificate of Merger are properly filed in the office of the Secretary of State of the State of Indiana and the Secretary of State of the State of Delaware (the "Effective Time"), the Merging Corporation shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall survive and shall continue to do business and shall change its name to Uniden Financial, Inc.

Section 2. Effect of Merger. All assets, liabilities, rights, privileges, contracts, choses in actions, and other rights and obligations of the Merging Corporation shall become, automatically and without further action, rights and obligations of Surviving Corporation at the Effective Time.


Section 3. Manner and Basis of Converting Shares. At the Effective Time, all of the issued and outstanding shares of the Merging Corporation shall be canceled and shall cease to exist.

Section 4. The Articles of Incorporation and Code of By-Laws. The Articles of Incorporation and the Code of By-Laws of the Surviving Corporation shall continue after the merger to be the Articles of Incorporation and Code of By-Laws, respectively, of the Surviving Corporation except that the Articles of Incorporation and the By-Laws of the Surviving Corporation shall be amended to change the Surviving Corporation's name to Uniden Financial, Inc.

Section 5. Officers and Directors. The officers and directors of the Surviving Corporation shall continue after the merger to be the officers and directors, respectively, of the Surviving Corporation.

IN WITNESS WHEREOF, each undersigned corporation has caused this Plan of Merger to be signed and executed by a duly authorized officer who verifies, subject to penalties of perjury, that the statements contained herein are true, this 30 day of September, 1997.

Uniden America Corporation

By 
S. Ohashi, President

Uniden Financial, Inc.

By 
H. Inagaki, President

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STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF FACT

To Whom These Presents Come, Greeting:

I, Sue Anne Gilroy, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that the records of this office disclose that Articles of Merger were filed bearing an approved and filed date of October 8, 1997 merging

UNIDEN FINANCIAL, INC.
a foreign Corporation, the non-survivor

with and into

UNIDEN AMERICA CORPORATION
a Indiana Corporation, the survivor

which is part of such merger the surviving corporation has amended the name:

UNIDEN FINANCIAL, INC.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Eighth day of October, 1997.


Deputy