

09-16-1998



100828952
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

AUG 20 1998
RECEIPT ACTING DIV.

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

83-26-8
MPL

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
01 09 96

Conveying Party

Mark if additional names of conveying parties attached transaction

Name

Execution Date
Month Day Year
11 30 95

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

09/11/1998 DMGUYEN 00000212 1978401

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 625.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1788 FRAME: 0076

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="See attached"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees:

Yes

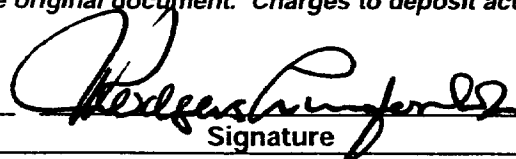
No

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. Charges to deposit account are authorized, as indicated herein.

J. Rodgers Lunsford III

Name of Person Signing



Signature

2/26/98

Date Signed

SNOWDEN-PENCER TRADEMARKS

REGISTRATION NO.	MARK	STATUS
1,978,401	DIAMOND FLEX	Registered
784,088	DIAMOND JAW	Registered
1,467,161	DIAMOND POINTS	Registered
1,381,199	DIAMOND SEREDGE	Registered
1,374,680	DIAMOND TIP	Registered
1,739,625	DIAMOND TOUCH	Registered
1,727,344	DIAMOND VIEW	Registered
944,146	DIAMOND-EDGES	Registered
1,711,458	DIAMOND-GRIP	Registered
1,574,640	DIAMOND-LINE	Registered
1,709,873	DIAMOND-LITE	Registered
1,742,984	DIAMOND-SHARP	Registered
1,753,770	ENDO RIGHT-ANGLE	Registered
1,882,901	ENDO VALUE	Registered
1,745,659	ENDO-I/A PROBE	Registered
1,867,935	ENDO-MILK	Registered
1,741,117	ENDO-SUCTION	Registered
1,790,972	FASCIA-LOCK	Registered
786,678	INSTRUMENT MILK	Registered
1,229,518	MICRO DIAMOND JAW	Registered
1,942,890	MICRO DIAMOND POINT	Registered
1,437,182	MISCELLANEOUS DESIGN MARK (gold band design on scissors)	Registered
1,990,187	NUTRA-SONIC	Registered
1,835,951	NUTRA-ZYME	Registered
1,471,925	SNOWDEN-PENCER	Registered
1,751,149	TITANIUM and Design	Registered

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 960100223
CONTROL NUMBER: 8412684
EFFECTIVE DATE: 01/09/1996
REFERENCE : 0091
PRINT DATE : 01/18/1996
FORM NUMBER : 411

CSC NETWORKS
RACHEL SEARCY
66 LUCKIE STREET
ATLANTA, GA 30303

CERTIFICATE OF MERGER

I, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of said filing.

Surviving Entity:
DEKNATEL, INC., A DELAWARE CORPORATION

Nonsurviving Entity/Entities:
SNOWDEN-PENCER, INC., A GEORGIA CORPORATION



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

960100223

ARTICLES OF MERGER

of

SNOWDEN-PENCER, INC.

842684

and

DEKNATEL, INC.

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the domestic corporation and the foreign corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is an Agreement and Plan of Merger providing for the merger of Snowden-Pencer, Inc., a corporation incorporated under the laws of the State of Georgia, with and into Deknatel, Inc., a corporation incorporated under the laws of the State of Delaware, with Deknatel, Inc. surviving the merger and changing its corporate name to "DSP Worldwide, Inc." The Agreement and Plan of Merger was duly adopted by the Boards of Directors of each of Snowden-Pencer, Inc. and Deknatel, Inc. on November 9, 1995.

2. The merger was duly approved by the sole shareholders of Snowden-Pencer, Inc. and Deknatel, Inc.

3. The merger of Snowden-Pencer, Inc. with and into Deknatel, Inc. is permitted by the laws of Delaware and has been authorized in compliance with said laws.

4. This Article constitutes an undertaking by the surviving corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

5. The merger herein provided for shall take effect in the State of Georgia upon the filing of these Articles of Merger with the Secretary of State of the State of Georgia.

DN-139281.1

TRADEMARK
REEL: 1788 FRAME: 0080

Executed on November 30, 1995.

SNOWDEN-PENCER, INC.

By: *NMB Black III*
Name: Norman Black, III
Title: Chairman of the Board

DEKNATEL, INC.

By: *John R. Connolly*
Name: John R. Connolly
Title: Executive Vice President

SECRETARY OF STATE

JAN 9 12 22 PM '96
BSR (1)

JAN 17 3 02 PM '96
BSR (1)

SECRETARY OF STATE

DN-199281.1

TRADEMARK

REEL: 1788 FRAME: 0081

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 981600907
CONTROL NUMBER : 8412684
DATE INC/AUTH/FILED: 08/31/1984
JURISDICTION : GEORGIA
PRINT DATE : 06/09/1998
FORM NUMBER : 215

SMITH, GAMBRELL & RUSSELL

1230 PEACHTREE ST., STE. 3100
ATLANTA, GA 30309

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**SNOWDEN-PENCER, INC.
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Lewis A. Massey

Lewis A. Massey
Secretary of State

RECORDED: 08/26/1998

TRADEMARK
REEL: 1788 FRAME: 0082