

10-02-1998



COVER SHEET  
ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable C

100842705

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Nighthawk Systems, Inc.

SEP 23 1998

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-Colorado
- 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: December 18, 1996

EXPRESS MAIL CERTIFICATE

Date: 9/23/98 Label No. Em 4 45426925

I hereby certify that on the date indicated above I deposited this paper or fee with the U.S. Postal Service

and that it was addressed for delivery to the Commissioner of Patents & Trademarks, Washington, DC 20231 by Express Mail Post Office to Addressee service.

4. Application

A. Trademark Application No. (s)

DBPac  
Name (Print)

B. Trademark registration No. (s)

1,850,614 and 1,885,328

Additional numbers attached?  Yes  No

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

Name: Darby & Darby P.C.

Internal Address: Paul Fields, Esq.

Street Address: 805 Third Avenue, 27th Floor

City: New York State: New York Zip: 10022-7513

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41):.....\$65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

04-0100

(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.

Paul Fields  
Name of Person Signing

Paul Fields  
Signature

September 23, 1998  
Date

10/01/1998 TTON11 00000375 1850614

01 FC:481  
02 FC:482

Total number of pages including cover sheet, attachments, and document: 4

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

Office of the Secretary of State

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I, EDWARD J. FREEL, 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:

"NIGHTHAWK SYSTEMS, INC.", A COLORADO CORPORATION, WITH AND INTO "WALTER KIDDE PORTABLE EQUIPMENT INC." UNDER THE NAME OF "WALTER KIDDE PORTABLE EQUIPMENT INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



2139256 8100M  
981051339

A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

AUTHENTICATION: 8932800

DATE: 02-21-98

TRADEMARK  
REEL: 1794 FRAME: 0553

**CERTIFICATE OF MERGER**  
**OF**  
**NIGHTHAWK SYSTEMS, INC.**  
**AND**  
**WALTER KIDDE PORTABLE EQUIPMENT INC.**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Nighthawk Systems, Inc., which is incorporated under the laws of the State of Colorado ("NSI"); and

(ii) Walter Kidde Portable Equipment Inc., which is incorporated under the laws of the State of Delaware ("WKPE").

2. A Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by WKPE in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware and by NSI in accordance with the laws of the state of its incorporation.

3. The name of the surviving corporation in the merger herein certified is Walter Kidde Portable Equipment Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of WKPE, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

1394 South Third Street  
Mebane, NC 27302

6. A copy of the aforesaid Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid

constituent corporations.

7. The authorized capital stock of NSI consists of 50,000,000 shares of common stock without par value.

8. The Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 31, 1996, insofar as the General Corporation Law of the State of Delaware shall govern said effective date.

Dated: December 17, 1996.

NIGHTHAWK SYSTEMS, INC.

By: *John F. Hannon*  
John F. Hannon, Treasurer

Dated: December 17, 1996.

WALTER KIDDE PORTABLE EQUIPMENT INC.

By: *Guy L. Wannop*  
Guy L. Wannop, President