



11-2-98

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

1. Name of conveying party(ies):  
 Teddy Technology Corporation  
 100 Lowder Brook Drive  
 Suite 2400  
 Westwood, Massachusetts 02096

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

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

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

Name: Teddy Technology Corporation  
 Internal Address: Suite 2400  
 Street Address: 100 Lowder Brook Drive  
 City: Westwood State: MA ZIP: 02096

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

3. Nature of conveyance:

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

Execution Date: June 1, 1998

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

A. Trademark Application No.(s)  
75/488535    75/488503  
75/321946    75/511508  
75/511853    75/338117

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Michael J. Bevilacqua, Esquire  
 Internal Address: Hale and Dorr LLP  
 \_\_\_\_\_  
 \_\_\_\_\_

Street Address: 60 State Street  
 \_\_\_\_\_  
 \_\_\_\_\_

City: Boston State: MA ZIP: 02109

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  
*Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.*

8. Deposit account number:  
08-0219

(Attach duplicate copy of this page if paying by deposit account)

11/06/1998 SBURNS 00000190 080219 75488535 DO NOT USE THIS SPACE

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

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.*

Michael J. Bevilacqua  
 Name of Person Signing

Signature

October 28 1998  
 Date

Total number of pages including cover sheet, attachments, and document: 2

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:

"TEDDY TECHNOLOGY CORPORATION", A MASSACHUSETTS CORPORATION, WITH AND INTO "TEDDY TECHNOLOGY CORPORATION" UNDER THE NAME OF "TEDDY TECHNOLOGY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JUNE, A.D. 1998, AT 12 O'CLOCK P.M.



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

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Edward J. Freel, Secretary of State

2888677 8100M

AUTHENTICATION: 9372207

981411724

DATE: 10-26-98

TRADEMARK  
REEL: 1810 FRAME: 0236

**CERTIFICATE OF MERGER**  
**OF**  
**TEDDY TECHNOLOGY CORPORATION**  
**(a Massachusetts corporation)**  
**INTO**  
**TEDDY TECHNOLOGY CORPORATION**  
**(a Delaware corporation)**

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The undersigned corporation DOES HEREBY CERTIFY:

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
Teddy Technology Corporation ("TTC-MA")	Massachusetts
Teddy Technology Corporation ("TTC-DE")	Delaware

**SECOND:** That an Agreement and Plan of Merger between the parties to the merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** Pursuant to the merger TTC-MA is merged into TTC-DE and ceases to exist; and Teddy Technology Corporation, a Delaware corporation, shall be the surviving corporation of the merger.

**FOURTH:** That the Certificate of Incorporation of TTC-DE shall be the Certificate of Incorporation of the surviving corporation and the By-laws of TTC-DE shall be the By-Laws of the surviving corporation.

\*\* TOTAL PAGE.002 \*\*