

12-22-1998

FORM PTO-1594  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)  
M&G 6342.8-US-01

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

12-14-98

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

1. Name of conveying party(ies):  
Destron/IDI, Inc.

Individuals       Association  
 General Partnership       Limited Partnership  
 Corporation—State of  
 Other: Corporation—Canadian

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

2. Name and address of receiving party(ies):  
Destron/IDI, Inc.  
490 Villaum Avenue  
St. Paul, Minnesota 55075

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other: Re-incorporation

Execution Date: October 1, 1993

Individual(s) citizenship       Association  
 General Partnership       Limited Partnership  
 Corporation—State of Delaware  
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes       No  
(Designations must be 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 Reg. No.(s)  
  
1,801,443

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Brian H. Batzli  
Address: Merchant, Gould, Smith, Edell,  
Welter & Schmidt, P.A.  
3100 Norwest Center  
90 South Seventh Street  
Minneapolis, MN 55402-4131

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41): \$40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Brian H. Batzli      *Brian H. Batzli*      9 December 1998  
Name of Person Signing      Signature      Date

12/18/1998 DNGUYEN 00000187 1801443  
01 FC:481      40.00 DP

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

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

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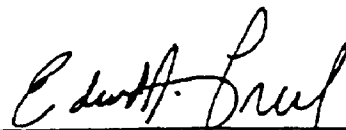
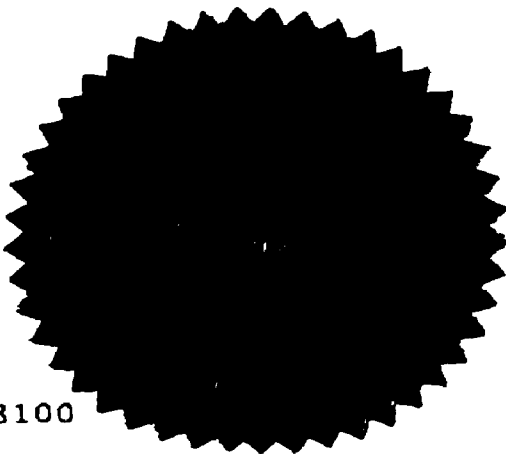
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TRADEMARK  
REEL: 1828 FRAME: 0459

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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 INCORPORATION OF "DESTRON/IDI, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 1993, AT 12:45 O'CLOCK P.M.



*Edward J. Freel, Secretary of State*

AUTHENTICATION:

DATE: 7646237

2353487 8100

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09-20-95  
TRADEMARK

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CERTIFICATE OF INCORPORATION  
OF  
DESTRON/IDI, INC.

ARTICLE I

This Corporation is being organized and will exist under Delaware law.

ARTICLE II

The name of the Corporation is Destron/IDI, Inc.

ARTICLE III

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is the Corporation Trust Company.

ARTICLE IV

The nature of the business of the Corporation and the purposes for which it is organized are

To engage in any business and in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and to possess and employ all powers and privileges now or hereafter granted or available under the laws of the State of Delaware to such corporations.

ARTICLE V

5.1 The total number of shares that the Corporation shall have authority to issue is 20,000,000 shares of common stock, each with a par value of \$.01.

5.2 Each holder of common stock shall be entitled to one vote for each share of common stock held on all matters as to which holders of common stock shall be entitled to vote. Except for and subject to those preferences, rights, and privileges expressly granted to the holders of preferred stock, and except as may be provided by the laws of the State of Delaware, the holders of common stock shall have exclusively all other rights of stockholders of the Corporation, including, but not by way of limitation, (i) the right to receive dividends,

when and as declared by the board of directors out of assets lawfully available therefor, and (ii), in the event of any distribution of assets upon the dissolution and liquidation of the Corporation, the right to receive ratably and equally all of the assets of the Corporation remaining after the payment to the holders of preferred stock of the specific amounts, if any, which they are entitled to receive as may be provided herein or pursuant hereto.

#### ARTICLE VI

The name and mailing address of the incorporator are:

Linda M. Vumbaco  
Suite 4700  
370 Seventeenth Street  
P. O. Box 185  
Denver, Colorado 80201-0185

#### ARTICLE VII

The powers of the incorporator shall terminate upon the filing of this certificate of incorporation in the office of the Secretary of State of the State of Delaware. The names and mailing addresses of the persons who are to serve as directors of the Corporation until their successors are elected and qualified or until their earlier resignations or removals are:

<u>Name</u>	<u>Mailing Address</u>
Daryl F. Yurek	2995 Wilderness Place, Suite 207 Boulder, CO 80301
K. Dieter Heidrich	2995 Wilderness Place, Suite 207 Boulder, CO 80301
Herbert Marshall	2995 Wilderness Place, Suite 207 Boulder, CO 80301
Alphons P.J.M.M. van der Stee	2995 Wilderness Place, Suite 207 Boulder, CO 80301
W.D. Cameron White	2995 Wilderness Place, Suite 207 Boulder, CO 80301

## ARTICLE VIII

8.1 The number of directors of the Corporation shall be fixed from time to time in the manner provided in the bylaws and may be increased or decreased from time to time in the manner provided in the bylaws.

8.2 Election of directors need not be by written ballot except and to the extent provided in the bylaws of the Corporation.

## ARTICLE IX

The board of directors of the Corporation is expressly authorized to make, alter, or repeal the bylaws of the Corporation, but such authorization shall not divest the stockholders of the power, nor limit their power, to adopt, amend, or repeal bylaws.

## ARTICLE X

10.1 Stockholders of the Company shall have the right to dissent from certain corporate action to the fullest extent now or hereafter permitted by the General Corporation Law of the State of Delaware. Stockholders shall have the further right to dissent in the event the Corporation (i) amends this Certificate of Incorporation to add, change or remove any provisions restricting or constraining the issue, transfer, or ownership of shares, (ii) amends this Certificate of Incorporation to add, change or remove by restriction upon the business or businesses the Corporation may carry on, (iii) sells, leases or exchanges all or substantially all of its assets, (iv) amends this Article X in any way, or (v) effects any merger or consolidation in which the Corporation is a constituent corporation, unless such merger or consolidation involves a wholly-owned subsidiary of the Corporation.

10.2 The Corporation may merge or consolidate with another entity if the surviving entity is subject to the Delaware General Corporation Law and its Certificate of Incorporation includes this Article X, or if the surviving entity owns or operates a significant business and is not controlled by the Corporation and the merger or consolidation does not have as its primary purpose the avoidance of this Article X, and in the event of such merger or consolidation, stockholders shall have the right to dissent under the Delaware General Corporation Law.

10.3 The Corporation may amend this Article X by a special resolution approved by the holder of 90% of the common stock of the Corporation if the amendment occurs on or before October 1, 1998. After October 1, 1998, the Corporation may amend this Article X by a special resolution approved by the holders of 66-2/3% of the common stock of the Corporation.

## ARTICLE XI

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except as to liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violations of Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law hereafter is amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent provided or permitted by the amended Delaware General Corporation Law. Any repeal or modification of this Article XI shall not adversely affect any right or protection of a director under this Article XI, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article XI, prior to such repeal or modification.

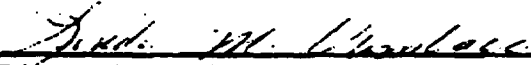
## ARTICLE XII

The Corporation shall, to the fullest extent permitted by applicable law as in effect from time to time, indemnify any person against all liability and expense (including attorneys' fees) incurred by reason of the fact that he is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, he is or was serving at the request of the Corporation as a director, officer, partner or trustee of, or in any similar managerial or fiduciary position of, or as an employee or agent of, another corporation, partnership, joint venture, trust, association, or other entity. Expenses (including attorneys' fees) incurred in defending an action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding to the full extent and under the circumstances permitted by Delaware law. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the Corporation against any liability asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify against such liability under the provisions of this Article XII. The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under this certificate of incorporation, any bylaw, agreement, vote of stockholders or disinterested directors, statute, or otherwise, and shall inure to the benefit of their heirs, executors, and administrators. The provisions of this Article XII shall not be deemed to preclude the Corporation from indemnifying other persons from similar or other expenses and liabilities as the board of directors or the stockholders may determine in a specific instance or by resolution of general application.

ARTICLE XIII

The Corporation shall have authority, to the fullest extent now or hereafter permitted by the General Corporation Law of the State of Delaware, or by any other applicable law, to enter into any contract or transaction with one or more of its directors or officers, or with any corporation, partnership, joint venture, trust, association, or other entity in which one or more of its directors or officers are directors or officers, or have a financial interest, notwithstanding such relationships and notwithstanding the fact that the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction.

Executed this 1st day of October, 1993.

  
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Linda M. Vumbaco, Incorporator