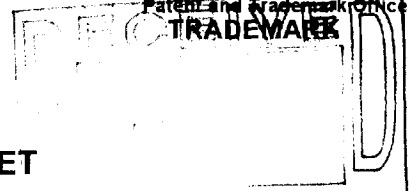


MP 4.2.99

04-13-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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
 12161998

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
 12161998

Name Identix Incorporated

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of conveying parties attached

Name Identix Incorporated

DBA/AKA/TA

Composed of

Address (line 1) 510 N. Pastoria

Address (line 2)

Address (line 3) Sunnyvale California 94086

City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

04/09/1999 DNGUYEN 00000349 081645 2207942 FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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

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" value="75/107,821"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,207,942"/>	<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"/>	<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.)

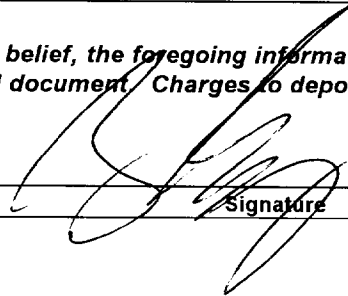
Deposit Account Number: #

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.

Brian Geoghegan
Name of Person Signing



Signature

3/30/99

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"IDENTIX INCORPORATED", A CALIFORNIA CORPORATION,
WITH AND INTO "IDENTIX INCORPORATED" UNDER THE NAME OF
"IDENTIX INCORPORATED", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 1998, AT 4:04
O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

2932507 8100M

981506450

AUTHENTICATION: 9493949

DATE: 12-29-98

TRADEMARK
REEL: 1881 FRAME: 0743

CERTIFICATE OF MERGER**OF****IDENTIX INCORPORATED,
a California corporation****INTO****IDENTIX INCORPORATED,
a Delaware corporation****(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

Identix Incorporated, a Delaware corporation, hereby certifies that:

(1) The name and state of incorporation of each of the constituent corporations are:

- (a) Identix Incorporated, a Delaware corporation ("Identix Delaware");
and
- (b) Identix Incorporated, a California corporation ("Identix California").

(2) An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by Identix California and by Identix Delaware in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

(3) The name of the surviving corporation is Identix Incorporated, a Delaware corporation, which will continue its existence as the surviving corporation under its present name upon the effective date of the merger.

(4) The certificate of incorporation of Identix Delaware shall be the certificate of incorporation of the surviving corporation after the effectiveness of the merger.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:04 PM 12/16/1998
981486157 - 2932507

TRADEMARK
REEL: 1881 FRAME: 0744

(5) The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, Identix Delaware, located at 510 N. Pastoria, Sunnyvale, CA 94086.

(6) A copy of the Agreement of Merger will be furnished by Identix Delaware, on request and without cost, to any stockholder of Identix California or Identix Delaware.

(7) The authorized capital stock of Identix California is 50,000,000 shares of Common Stock and 2,000,000 shares of Preferred Stock, both at no par value.

(8) The effective date of this merger shall be December 16, 1998.

IN WITNESS WHEREOF, Identix Delaware has caused this Certificate of Merger to be signed by Randall C. Fowler, Chairman, President and Chief Executive Officer, on the 16TH day of December, 1998.

IDENTIX INCORPORATED,
a Delaware corporation

By: /s/ Randall C. Fowler

Randall C. Fowler
Chairman, President and
Chief Executive Officer