

4.30.99

05-12-1999



101037471

TRADEMARKS ONLY	RECORDATION FORM To the Honorable Commission Please record the attached original	REMARKS ONLY
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1. Name of Party(ies) conveying an interest:

CTi Technologies, Inc.

Entity:

Individual(s)

General Partnership

Corporation-State - Massachusetts

Association

Limited Partnership

Other: Municipal corporation of the State of Arizona

2. Name and Address of Party(ies) conveying an interest:

Name: Wells-CTI, Inc.
3502 Olive Road
South Bend, Indiana 46628

Entity:

Individual(s)

General Partnership

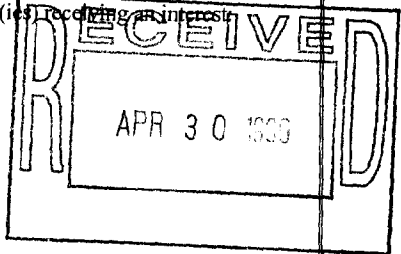
Corporation-State - Indiana

Association

Limited Partnership

Other: _____

Citizenship: _____



3. Interest Conveyed:

Assignment

Security Agreement

Change of Name

Merger

Other:

If not domiciled in the United States, a domestic representative designation is attached:

Yes

No

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)

75/354571

B. Trademark Registration No.(s)

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

Name: Anne L. Kleindienst
Internal Address: Jennings, Strouss & Salmon, P.L.C.

Street Address: Two N. Central Avenue
Suite 1600

City: Phoenix
State: AZ Zip: 85004

6. Number of applications and registrations involved:

One Application

7. Amount of fee enclosed or authorized to be charged:

\$40.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

05/10/1999 DNGUYEN 00000346 75354571

01 FC:481

(40.00 DP)

DO NOT USE THIS SPACE

9. Date of execution of attached document:

10. 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.

Anne L. Kleindienst Anne L. Kleindienst April 30, 1999
Name of Person Signing Signature Date



ARTICLES OF MERGER

State Form 39036 (R5 / 2-97)

Approved by State Board of Accounts, 1995

194243-146

RECEIVED

SUE ANNE GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington Street, Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$90.00

ACTIONS: Use 8 1/2" x 11" white paper for inserts.
Present original and two (2) copies to address in upper right corner of this form.
Please TYPE or PRINT.
Upon completion of filing the Secretary of State will issue a receipt.

38 JUL 31 2008 57

ARTICLES OF MERGER / SHARE EXCHANGE

OF

CTi Technologies, Inc. *N/C*

(hereinafter "the non surviving corporation(s)")

INTO

Wells Electronics, Inc. *194243-146*

(hereinafter "the surviving corporation")

ARTICLE I - SURVIVING CORPORATION

SECTION 1

name of the corporation surviving the merger is : Wells-CTi, Inc.

such name has has not (designate which) been changed as a result of the merger.

SECTION 2

The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on February 5, 1916

The surviving corporation is a foreign corporation incorporated under the laws of the State of _____ and qualified not qualified (designate which) to do business in Indiana.

The surviving corporation is qualified to do business in Indiana, state the date of qualification: _____
Application for Certificate of Authority is filed concurrently herewith state upon approval of Application for Certificate of Authority.)

ARTICLE II - NONSURVIVING CORPORATION (S)

Name, state of incorporation, and date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and non Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation <u>CTi Technologies, Inc.</u>	
Date of Incorporation or qualification in Indiana (if applicable) <u>Incorporated 9/1/88; not qualified in IN</u>	
Name of Corporation	
Date of Incorporation or qualification in Indiana (if applicable)	
Name of Corporation	
Date of Incorporation or qualification in Indiana (if applicable)	

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

TRADEMARK
REEL: 1894 FRAME: 0942

SECTION IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.

Share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders (Select either A or B)

(i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group at the meeting is set forth below:

Written consent executed on July 2 19 98 and signed by all shareholders entitled to vote. No meeting was held during a meeting called by the Board of Directors.

	TOTAL	A	B
OF EACH VOTING GROUP (i.e. preferred and common)	Common		
OUTSTANDING SHARES		7,825	
VOTES ENTITLED TO BE CAST		7,825	
VOTES REPRESENTED AT MEETING		7,825	
VOTES IN FAVOR		7,825	
VOTES AGAINST		0	

SECTION V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.

Share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

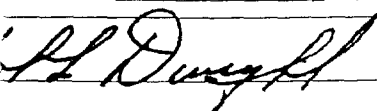
Vote of shareholders (Select either A or B)

(i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group at the meeting is set forth below:

Written consent executed on July 2 19 98 and signed by all shareholders entitled to vote. No meeting was held during a meeting called by the Board of Directors.

	TOTAL	A	B	C
OF EACH VOTING GROUP (i.e. preferred and common)	Common			
OUTSTANDING SHARES		100,000		
VOTES ENTITLED TO BE CAST		100,000		
VOTES REPRESENTED AT MEETING		100,000		
VOTES IN FAVOR		100,000		
VOTES AGAINST		0		

I, John L. Dwight, Jr. Chief Executive Officer of the surviving corporation, hereby execute these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this 31st day of July, 19 98.



Printed name: John L. Dwight, Jr.

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF MERGER

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office for filing duplicate copies of Articles of Merger, merging

CTI TECHNOLOGIES, INC.
a Massachusetts Corporation

into

WELLS ELECTRONICS, INC.
an Indiana Corporation

As a result of said merger, the name of the surviving corporation is:

WELLS-CTI, INC.

WHEREAS, said Articles of Merger, having been prepared and signed in accordance with the Indiana Business Corporation Law.

WHEREAS, upon due examination I find that they conform to law;

NOW, THEREFORE, I, SUE ANNE GILROY, hereby certify that said Articles of Merger have this day been filed in this office. The effective date of the Merger is the 31st day of July, 1998.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 31st day of July 1998.



Deputy

CERTIFICATE OF EXPRESS MAILING under 37 C.F.R. § 1.10

"Express Mail" mailing label number: EL628096495US

Date of Deposit: 4-30-99

I hereby certify that this Recordation of Assignment of one trademark registration application to Wells-CTI, Inc., successor by merger to the original applicant, CTi Technologies, together with a copy of the Articles of Merger as certified by the Office of the Secretary of State of the State of Indiana and a check payable to the Commissioner of Patents and Trademarks in the amount of \$40.00 are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. §1.10 on the date indicated above in an envelope addressed to Commissioner of Patents and Trademarks, Attn: Assignment Branch, Washington, DC 20231.



Rhonda L. Jensen