

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):

5.10.99

Luminous Corporation

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: October 11, 1996

2. Name and address of receiving party(ies)

Name: Luminous Technology Corporation

Internal Address: Suite 900

Street Address: 1011 Western Avenue

City: Seattle State: WA ZIP: 98104

- 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

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

A. Trademark Application No.(s)
See Attachment A

B. Trademark Registration No.(s)

N/A

Additional numbers attached? Yes No

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

Name: Lynne E. Graybeal

Internal Address: Suite 3400

Street Address: 1111 Third Avenue

City: Seattle State: WA ZIP: 98101-3299

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

05-26-1999

8. Deposit account number
06-1629



101046987

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

DO NOT USE THIS SPACE

05/25/1999 NTHA11 00000086 75163539

01 FC-181 40.00 OP
02 FC-182 25.00 OP

I, Lynne E. Graybeal, do hereby certify that the foregoing information is true and correct and any attached copy is a true copy of the original document.

Lynne E. Graybeal

Name of Person Signing

Signature

May 10, 1999

Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK
REEL: 001901 FRAME: 0567

Attachment A

<i>Serial No.</i>	<i>Mark</i>	<i>Class</i>	<i>Application Date</i>
75/163,539	LUMINOUS OPEN	9	September 10, 1996
75/163,551	LUMINOUS OPEN	42	September 10, 1996

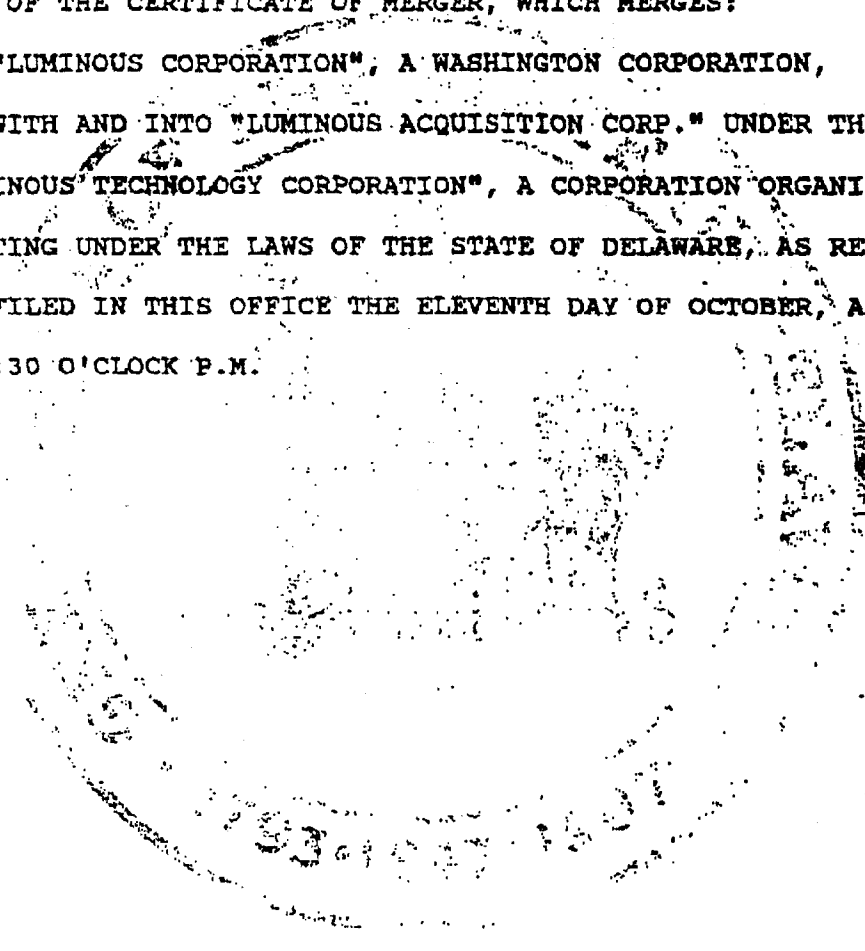
State of Delaware

PAGE 1

Office of the Secretary of State

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:

"LUMINOUS CORPORATION", A WASHINGTON CORPORATION, WITH AND INTO "LUMINOUS ACQUISITION CORP." UNDER THE NAME OF "LUMINOUS TECHNOLOGY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF OCTOBER, A.D. 1996, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2656603 8100M

DATE:

8150795

960302197

10-17-96

**CERTIFICATE OF MERGER
OF
LUMINOUS CORPORATION
INTO
LUMINOUS ACQUISITION CORP.**

Pursuant to Section 252 of the Delaware General Corporation Law, the undersigned Luminous Acquisition Corp. hereby certifies that:

1. The constituent corporations are: Luminous Corporation, a Washington corporation, and Luminous Acquisition Corp., a Delaware corporation.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(e) of the Delaware General Corporation Law.
3. The surviving corporation shall be Luminous Acquisition Corp.
4. The certificate of incorporation of Luminous Acquisition Corp. shall be amended to read in its entirety as set forth on Exhibit A hereto, changing the name of Luminous Acquisition Corp. to "Luminous Technology Corporation."
5. The executed Agreement and Plan of Merger is on file at the principal office of Luminous Acquisition Corp.
6. A copy of the Agreement and Plan of Merger will be furnished by Luminous Acquisition Corp., on request and without cost, to any stockholder of either constituent corporation.
7. The authorized capital stock of Luminous Corporation is 3,000,000 shares of Common Stock, without par value, 1,000,000 of which have been designated shares of Class A Common Stock, and 90,000 shares of Preferred Stock, without par value, all of which have been designated Series A Preferred Stock.

IN WITNESS WHEREOF, Luminous Acquisition Corp. has caused this certificate to be executed by Charles Oesterlein, its Vice President—Administration, this 9th day of October, 1996.

LUMINOUS ACQUISITION CORP.


By 
is Vice President, Administration

EXHIBIT A

CERTIFICATE OF INCORPORATION
OF
LUMINOUS TECHNOLOGY CORPORATION

1. The name of the corporation is Luminous Technology Corporation.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is Zero Dollars and One Cent (\$0.01) amounting in the aggregate to Ten Dollars and No Cents (\$10.00).
5. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by written ballot.
6. The name and mailing address of the sole incorporator is:

S. McNally
401 Second Avenue South, #154
Minneapolis, Minnesota 55401
7. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for 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) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.
8. The corporation shall indemnify its officers, directors, employees and agents to the extent permitted by the General Corporation Law of Delaware.

CERTIFICATE OF MAILING UNDER 37 CFR 1.10

"Express Mail" mailing label number: **EL005952666US**

I hereby certify that this correspondence is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on May 10, 1999 and is addressed to the BOX ASSIGNMENTS, Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513.

Very truly yours,

FOSTER PEPPER & SHEFELMAN PLLC



Sachiko Crowder
May 10, 1999