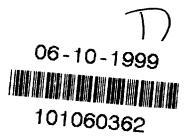


KOLISCH **HARTWELL DICKINSON MCCORMACK** & HEUSER

05-17-1999

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #47



A Professional Corporation

PATENTS AND TRADEMARKS

May 13, 1999

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Sir:

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Enclosed for recordation in the records of the U.S. Patent and Trademark Office is a copy of a document with particulars as follows:

> **(1)** Previous Name of Company:

> > Advanced Multimedia Products Corporation dba Rosen Product Development, Inc.

(2) Current Name and Address of Company:

> Rosen Products LLC 1020 Owen Loop South Eugene, Oregon 97402 United States of America

(3) The nature of the conveyance is a Certificate of Merger

executed on March 31, 1999 and filed with the State of Delaware, Office of the

Secretary of State on March 31, 1999.

(4) Registration No. Date of Registration

2,196,956

October 20, 1998

Any and all correspondence concerning this document should **(5)**

be addressed and mailed to the following:

TRADEMARK REEL: 001909 FRAME: 0196

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00000312 2196956

David P. Cooper Kolisch, Hartwell, Dickinson, McCormack & Heuser 200 Pacific Building 520 S.W. Yamhill Street Portland, Oregon 97204

- (6) The total number of trademarks involved in this conveyance is1.
- (7) Our check in the amount of \$40.00 to cover the recordation fee is enclosed, in accordance with 37 C.F.R. § 3.41.
- (8) Please charge our Deposit Account No. 11-1540 for any additional fees which may be required. A duplicate copy of this form is attached.
- (9) 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.

Respectfully submitted,

KOLISCH, HARTWELL, DICKINSON, McCORMACK & HEUSER

David P. Cooper

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of Attorneys for Registrant

TOTAL NUMBER OF PAGES INCLUDING COVER SHEET,

ATTACHMENTS AND DOCUMENT: 6

TRADEMARK REEL: 001909 FRAME: 0197

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 DE MERGER WHICH MERGES:

ÜNDER THE NAME OF TROSEN WITH AND INTO ROSEN PRODUCTS LLC" PRODUCTS LLC " A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAUS OF MHEMSMATE OF DELAUARE SAS RECEIVED AND FILED IN THIS DEFICE THE THIRTY FISSEDAY OF HARCH, A.D. 1999 AT 9 O'CLOCK AIM, COL

ALFILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel. Secretary of State

AUTHENTICATION:

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CERTIFICATE OF MERGER

OF

ADVANCED MULTIMEDIA PRODUCTS CORPORATION (a Delaware corporation)

WITH AND INTO

ROSEN PRODUCTS LLC (a Delaware limited liability company)

Rosen Products LLC which desires to merge with Advanced Multimedia Products Corporation, a Delaware corporation, pursuant to the provisions of Section 251(f) and Section 264(c) of the General Corporation Law of the State of Delaware (the "Merger"), hereby certifies as follows:

FIRST:

The names and state of organization of each of the Constituent Entities in

the Merger (the "Constituent Entities") are as follows:

Name of Entity

State of Organization

Advanced Multimedia Products Corporation

Delaware

Rosen Products LLC

Delaware

SECOND:

An Agreement and Plan of Merger between the Constituent Entities has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the requirements of Sections 251 and 264(c) of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD:

The surviving entity shall be Rosen Products LLC, a Delaware limited

liability company (the "Surviving Entity").

FOURTH:

The Certificate of Formation of Rosen Products LLC, as in effect immediately prior to the signing of this Certificate of Merger, shall be the

Certificate of Formation of the Surviving Entity.

FIFTH:

The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Entity. The address of the principal place of business of the Surviving Entity is 1020 Owen Loop South, Eugene, Oregon 97402.

TRADEMARK **REEL: 001909 FRAME: 0199** SIXTH

A copy of the executed Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any holder of an

equity interest in either of the Constituent Entities.

SEVENTH:

Upon consummation of the Merger, pursuant to the Agreement and Plan of Merger, the shares of stock of Advanced Multimedia Products Corporation, issued and outstanding immediately prior to the effective time of the Merger, will be exchanged for \$3,000,000 in cash.

IN WITNESS WHEREOF, Rosen Products LLC has caused this Certificate of Merger to be signed by it as of this 31st day of March, 1999.

> ROSEN PRODUCTS LLC, a Delaware limited liability company

Cook, Vice President

ATTEST:

By: Mercy a: he

TRADEMARK REEL: 001909 FRAME: 0200

RECORDED: 05/17/1999