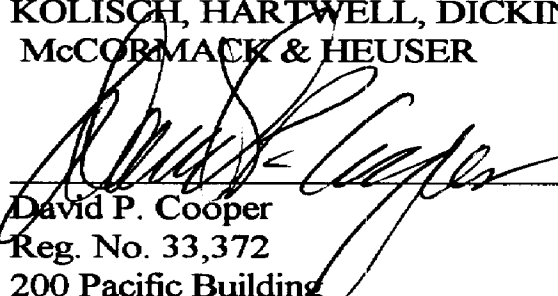


David P. Cooper
Kolisch, Hartwell, Dickinson,
McCormack & Heuser
200 Pacific Building
520 S.W. Yamhill Street
Portland, Oregon 97204

- (6) The total number of trademarks involved in this conveyance is
1.
- (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
Reg. No. 33,372
200 Pacific Building
520 S.W. Yamhill Street
Portland, Oregon 97204
Telephone: (503) 224-6655
Facsimile: (503) 295-6679
of Attorneys for Registrant

TOTAL NUMBER OF PAGES
INCLUDING COVER SHEET,
ATTACHMENTS AND DOCUMENT: 6

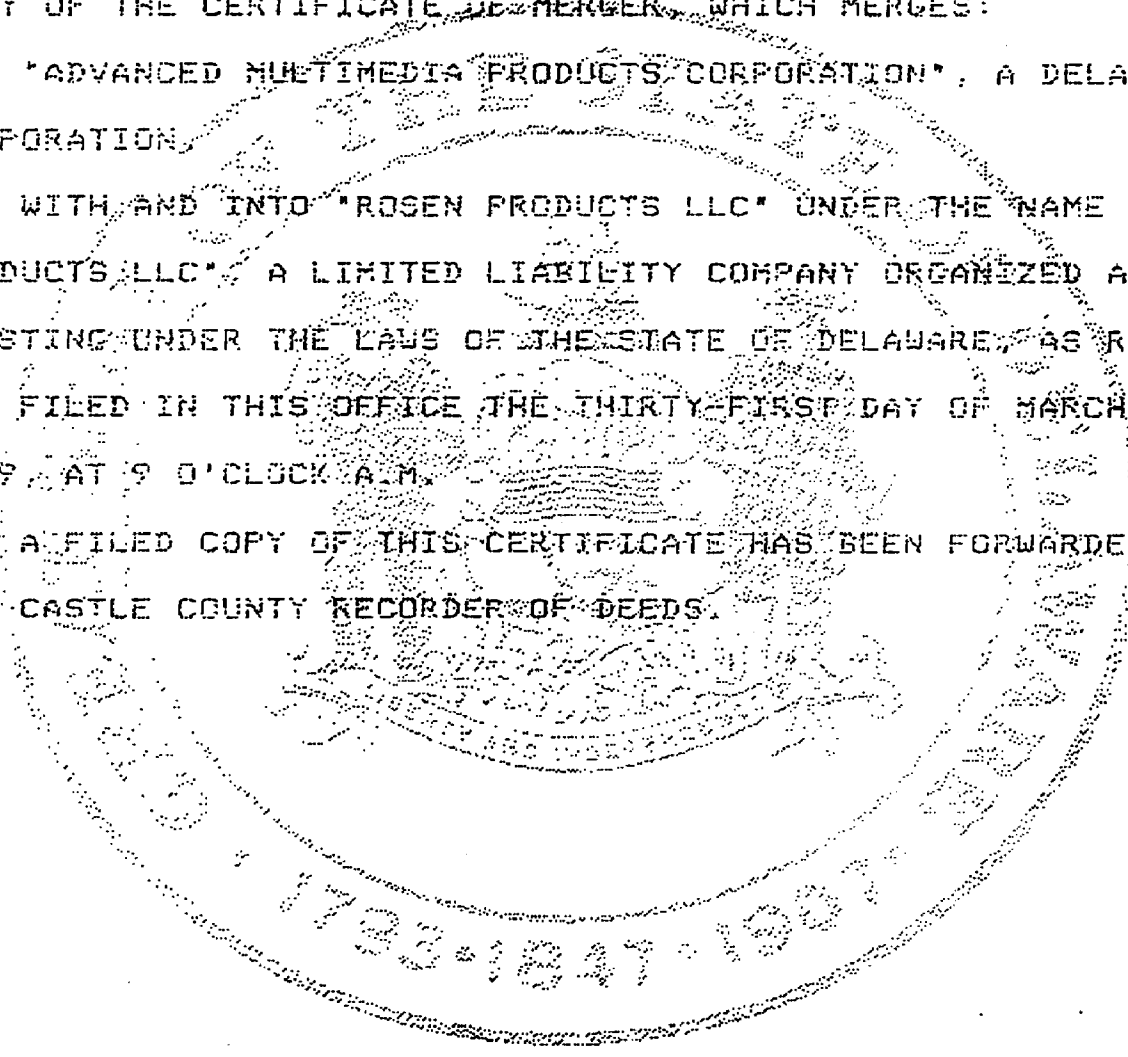
Office of the Secretary of State

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:

"ADVANCED MULTIMEDIA PRODUCTS CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "ROSEN PRODUCTS LLC" UNDER THE NAME OF "ROSEN PRODUCTS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 1999 AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State



AUTHENTICATION:

DATE:

9662655

TRADEMARK

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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:

<u>Name of Entity</u>	<u>State of Organization</u>
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.

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.

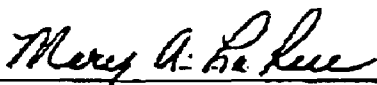
SEVENTH: Upon consummation of the Merger, pursuant to the Agreement and Plan of Merger, the shares of stock of Advanced Multimedia Products Corporation, issued and outstanding immediately prior to the effective time of the Merger, will be exchanged for \$3,000,000 in cash.

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

By: 
J. E. Cook, Vice President

ATTEST:

By: 
M. A. LaRue, Assistant Secretary