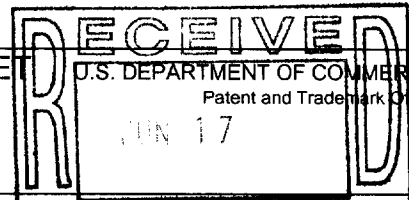


06-21-1999



101070544

COVER SHEET  
ONLY



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

1. Name of conveying party(ies):

ASTERION, INC.

MRP  
6-17-99

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation - State      WASHINGTON  
 Other \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

2. Name and address of receiving party:

Name: ASTERION, INC.

Internal Address: \_\_\_\_\_

Street Address: 6802 SOUTH 220<sup>TH</sup> STREET

City: KENT State: WA ZIP: 98032

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

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Dates:  
 1) September 30, 1998      3) \_\_\_\_\_  
 2) \_\_\_\_\_      4) \_\_\_\_\_

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

A. Trademark Application No(s):  
75/505559;75/505560;75/505563;75/505558;  
75/505562;75/505561

B. Trademark Registration No(s):  
2,091,627

Additional numbers attached?  Yes  No

6. Total number of applications and registrations involved..... 7

7. Total Fee (37 CFR 3.41): .....\$190.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
19-1090  
 (Attach duplicate copy of this page if paying by deposit account)

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

Name: WILLIAM O. FERRON, JR.

Internal Address: SEED AND BERRY LLP  
6300 COLUMBIA CENTER

Street Address: 701 FIFTH AVENUE

City: SEATTLE State: WA ZIP: 98104-7092

6. Total number of applications and registrations involved..... 7

7. Total Fee (37 CFR 3.41): .....\$190.00  
 Enclosed  
 Authorized to be charged to deposit account

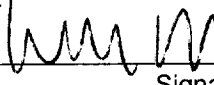
8. Deposit account number:  
19-1090  
 (Attach duplicate copy of this page if paying by deposit account)

06/18/1999 DNGUYEN 00000230 2091627

01 FC:481 40.00 OP  
 02 FC:482 150.00 OP

DO NOT USE THIS SPACE

9. 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.*

WILLIAM O. FERRON, JR.  June 17, 1999  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 3

# STATE of WASHINGTON



## SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

### ARTICLES OF MERGER

to

ASTERION, INC.

a Washington Profit corporation,

were filed for record in this office on the date indicated below.

Merged into ASTERION, INC. (A Delaware corp. not qualified in Washington)

UBI Number: 601 561 206

Date: October 02, 1998



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Handwritten signature of Ralph Munro.

Ralph Munro, Secretary of State  
2-495135-2

ARTICLES OF MERGER  
OF  
ASTERION, INC.  
a Washington corporation  
AND  
ASTERION, INC.  
a Delaware corporation

Pursuant to the provisions of RCW 23B.11.050, the following Articles of Merger are executed for the purpose of merging Asterion, Inc., a Washington corporation (the "Disappearing Corporation"), into Asterion, Inc., a Delaware corporation (the "Surviving Corporation").

1. The Agreement and Plan of Merger providing for the merger of the Disappearing Corporation with and into the Surviving Corporation (the "Merger") is attached hereto as Exhibit A.

2. The Agreement and Plan of Merger was duly approved by the shareholders of the Surviving Corporation pursuant to the provisions of the Delaware General Corporation Law and was duly approved by the shareholders of the Disappearing Corporation pursuant to RCW 23B.11.030.

Dated: September 30, 1998 ASTERION, INC., a Washington corporation  
By: [Signature]  
Name: Michel R. Zelnick  
Title: President + CEO

Dated: September 30, 1998 ASTERION, INC., a Delaware corporation  
By: [Signature]  
Name: Michel R. Zelnick  
Title: President + CEO