



06-25-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type 6-21-99

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other _____

Effective Date
Month Day Year
06 08 1998

Conveying Party Mark if additional names of conveying parties attached

Name Execution Date Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

06/23/1999 NTHA11 00000138 75487714

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 325.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
TRADEMARK

REEL: 001919 FRAME: 0186

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Jan Christensen, Esq.

Name of Person Signing

Jan Christensen

Signature

6/21/99

Date Signed

State of Delaware
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 OWNERSHIP, WHICH MERGES:

"OPTICAL TECHNOLOGY GROUP, INC.", A MARYLAND CORPORATION, WITH AND INTO "OPTICAL TECHNOLOGY GROUP, INC." UNDER THE NAME OF "OPTICAL TECHNOLOGY GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF JUNE, A.D. 1998, AT 1:30 O'CLOCK P.M.

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

2896248 8100M

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AUTHENTICATED

DATE

9125571

06-08-98

TRADEMARK
REEL: 001919 FRAME: 0188

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Optical Technology Group, Inc.
(a Maryland corporation)

INTO

Optical Technology Group, Inc.
(a Delaware corporation)

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

Optical Technology Group, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Maryland (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on the 5th day of March, 1992, pursuant to the General Corporation Law of the State of Maryland, the provisions of which permit the merger of a parent corporation of said state with and into a subsidiary corporation organized and existing under the laws of another state.

SECOND: That the Corporation owns all of the outstanding shares of each class of the stock of Optical Technology Group, Inc., a corporation incorporated on the 13th day of May, 1998, pursuant to the General Corporation Law of the State of Delaware (the "Subsidiary").

THIRD: That the stockholders and the directors of the Corporation, by unanimous written consent, filed with the minutes of the Corporation, on the 8th day of June, 1998, duly adopted the following resolutions by which the Corporation shall merge itself with and into the Subsidiary (the "Merger"), effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware:

WHEREAS, Optical Technology Group, Inc., a Maryland corporation (the "Corporation"), is the legal and beneficial owner of all of the outstanding common stock, \$.01 par value per share (the "Subsidiary Common Stock"), of Optical Technology Group, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, said Subsidiary Common Stock is the only issued and outstanding class of stock of the Subsidiary; and

WHEREAS, the Corporation desires to merge itself with and into the Subsidiary pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware (the "DGCL");

NOW THEREFORE, the undersigned, being all of the stockholders and directors of the Corporation, and acting in accordance with Sections 2-408(c), 2-505 and 3-105(b) of the Corporations and Associations Articles of the General Corporation Law of Maryland (the "MGCL"), consent to the adoption of the following resolutions:

RESOLVED:

That the Board of Directors deems it advisable, and the Board of Directors and stockholders deem it in the best interests of the Corporation, to merge with and into the Subsidiary (the "Merger") pursuant to Section 253 of the DGCL and Section 3-105 of the MGCL, effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of the State of Delaware, on substantially the following terms and conditions:

- (i) Each share of common stock, no par value per share of the Corporation ("Corporation Common Stock"), that is issued and outstanding (other than shares of Corporation Common Stock, if any, held in the treasury of the Corporation) on the date on which the Merger shall become effective shall, by virtue of the Merger and without further action, cease to exist and shall be converted into 15569.24 share(s) of Subsidiary Common Stock rounded to the nearest whole number. There shall not be any issued and outstanding stock of the Corporation that will not be so converted.
- (ii) Each share of Corporation Common Stock, if any, that shall then be held in the treasury of the Corporation on the effective date of the Merger shall, by virtue of the Merger and without further action, cease to exist and all certificates representing such shares shall be cancelled.
- (iii) Each share of Subsidiary Common Stock issued and outstanding in the name of the Corporation immediately prior to the effective time of the Merger shall be cancelled and retired and resume the status of authorized and unissued shares of Subsidiary Common Stock, and no shares of Subsidiary Common Stock or other securities of the Subsidiary shall be issued in respect thereof.
- (iv) After the effective date of the Merger, each holder of an outstanding certificate representing shares of Corporation Common Stock shall surrender the same to the Subsidiary and each holder shall be entitled upon such surrender to receive certificates for the number of shares of Subsidiary Common Stock on the basis provided herein. Until so surrendered, the outstanding shares of the capital stock of

the Corporation to be converted into the capital stock of the Subsidiary as provided herein may be treated by the Subsidiary for all corporate purposes as evidencing the ownership of shares of the Subsidiary as though said surrender and exchange had taken place.

RESOLVED: That President, any Vice President, the Secretary and any Assistant Secretary of the Corporation be, and each of them acting singly hereby is, authorized in the name and on behalf of the Corporation to execute Articles of Merger, to cause the same to be filed for record with the State Department of Assessments and Taxation of the State of Maryland, and to cause such other papers and documents to be filed and such fees to be paid as necessary or appropriate in the State of Maryland.

RESOLVED: That the President, any Vice President, the Secretary and any Assistant Secretary of the Corporation be, and each of them acting singly hereby is, authorized in the name and on behalf of the Corporation to execute a Certificate of Ownership and Merger with respect to the Merger, to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy thereof to be recorded in the office of the Recorder of Deeds of Kent County, and to cause such other papers and documents to be filed and such fees to be paid as necessary or appropriate in the State of Delaware.

RESOLVED: That the Merger be structured as a reorganization pursuant to Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

RESOLVED: That, at the effective time of the Merger, the separate corporate existence of the Corporation shall cease and the Subsidiary shall succeed to the ownership of all the assets and assume all of the obligations of the Corporation.

RESOLVED: That the Merger may be terminated and abandoned by the Board of Directors of the Corporation at any time prior to the date that the requisite Certificate of Ownership and Merger is filed in the office of the Secretary of State of the State of Delaware.

RESOLVED: That the proper officers be and hereby are authorized and directed to take any and all actions and to execute and deliver any and all agreements, instruments and documents, as such officer or officers shall determine to be necessary or appropriate to consummate the actions contemplated by the foregoing resolutions, the taking of any such action or the execution of any such agreement, instrument or document to be conclusive

evidence that the same was deemed to be necessary or appropriate and was authorized hereby.

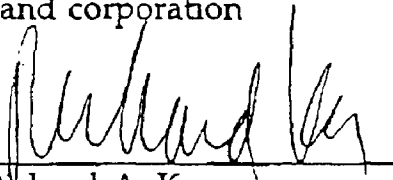
FOURTH: That the Merger has been adopted, approved, certified, executed and acknowledged by the Corporation in accordance with the laws of the State of Maryland, under which the Corporation was organized.

FIFTH: That the Merger shall be effective upon the filing of this Certificate.

IN WITNESS WHEREOF, Optical Technology Group, Inc., a Maryland corporation, has caused this Certificate to be signed by Richard A. Kay as President, this 8 day of ~~May~~
June, 1998.

OPTICAL TECHNOLOGY GROUP, INC.,
a Maryland corporation

By: _____


Richard A. Kay
President

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