

08-25-1999



HEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

ORNEY DOCKET NO. 116633-3000 & 3001

101126976

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

1. Name and Address of Conveying Party(ies):

Cubic Toll Systems, Inc.
10260 Campus Point Drive - M/S K-2
San Diego, CA 92121

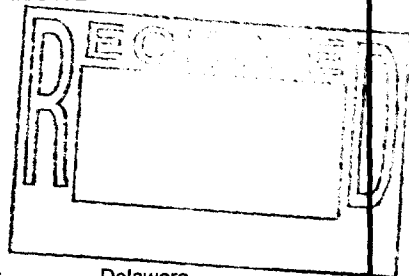
Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation -- State: New York
 Other:
Additional Name(s) of Conveying Party(ies) Attached

2. Name and Address of Receiving Party(ies):

Syntonic Technology, Inc.
10260 Campus Point Drive - M/S K-2
San Diego, CA 92121

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation -- State: Delaware
 Other:
Additional Name(s) of Receiving Party(ies) Attached

Assignee is not domiciled in the United States, a Domestic Representative Designation is Attached.



3. Nature of Conveyance: 8-23-99

Assignment
 Security Agreement
 Merger
 Other:

Execution Date: June 4, 1996

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s) - None
B. Trademark Registration No.(s)

SEE EXHIBIT "A" ATTACHED

Additional Numbers Attached

5. Name and Address of Party to Whom Correspondence Concerning Documents Should Be Mailed:

Theodore F. Shiells
Gardere & Wynne, L.L.P.
1601 Elm Street, Suite 3000
Dallas, Texas 75201

214-999-4632 - Telephone
214-999-4667 - Facsimile

6. Total Number of Registrations Involved: 2

7. Total Fee (37 CFR 3.41): \$65.00

Enclosed
 Authorized to be Charged to Deposit Account
 Charge Any Deficiencies to Deposit Account

8. Deposit Account Number: 07-0153

9. Statement and Signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attachment copy is a true copy of the original document.

65E

01 F:481 40.00 DP
02 F:482 25.00 DP

Theodore F. Shiells, Reg. No. 31,569
Date: August 17, 1999

Certificate of Mailing
I hereby certify that this Recordation Form Cover Sheet, together with the attached Assignment, is being deposited with the U.S. Postal Service as first class mail in an envelope addressed to the Commissioner for Patents and Trademarks, Washington, DC 20231 on:
Date: August 18, 1999
Sherri O. Byrd

08/25/1999 MTHAI1 00000253 1906344

Mail To: Commissioner of Patents and Trademarks, Box ASSIGNMENTS, Washington, D.C. 20231

Total # of Pages Including This Cover Sheet: 7

EXHIBIT "A"

TRADEMARK REGISTRATIONS

MARK	REGISTRATION NO.	DATE OF REGISTRATION	G&W CLIENT/FILE NO.
TMBS	1,906,344	07/18/95	116633-3000
TOLL BUSINESS MANAGEMENT SYSTEM	1,941,848	12/12/95	116633-3001

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 OF "SYNTONIC TECHNOLOGY, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF JUNE, A.D. 1996, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2382097 8100

991276093

AUTHENTICATION: 9850262

DATE: 07-07-99

TRADEMARK
REEL: 001948 FRAME: 0229

6-5-94

CERTIFICATE OF OWNERSHIP AND MERGER

**MERGING
CUBIC TOLL SYSTEMS, INC.
INTO
SYNTONIC TECHNOLOGY, INC.**

**(UNDER SECTION 253 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

SYNTONIC TECHNOLOGY, INC., a corporation organized and existing under the laws of Delaware, does hereby certify that:

- (1) This corporation was incorporated on the 3rd day of March, 1994, pursuant to the General Corporation Law of the State of Delaware.
- (2) This corporation owns all of the outstanding shares of the stock of Cubic Toll Systems, Inc., a corporation incorporated on the 17th day of July, 1987, pursuant to the Business Corporation Law of the State of New York.
- (3) This corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, in accordance with the provisions of Section 253 of the General Corporation Law of the State of Delaware, effective as of May 14, 1996, determined to and did merge into itself said Cubic Toll Systems, Inc.:

RESOLVED, that the directors of this Corporation hereby authorize the merger of its wholly-owned subsidiary, Cubic Toll Systems, Inc., with and into this Corporation and assumes its obligations.

RESOLVED FURTHER, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware.

RESOLVED FURTHER, that the proper officer of this corporation be, and he or she hereby is, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Cubic Toll Systems, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

RESOLVED FURTHER, that the directors and officers of this Corporation be, and they hereby are, authorized to do or cause to be done all such acts and things to make, execute and deliver, or cause to be made, executed and delivered, in the name of and on behalf of this Corporation, such documents or instruments as may be deemed necessary or advisable in order to fully effectuate the purposes and intent of the foregoing resolution and the transaction referenced therein.

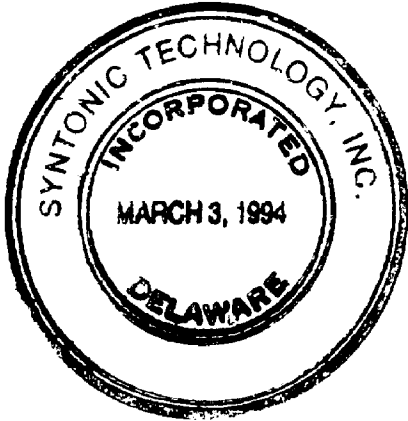
(4) The name of the surviving corporation is Syntonic Technology, Inc.

(5) The Certificate of Incorporation of Syntonic Technology, Inc. shall be the Certificate of Incorporation of the surviving corporation.

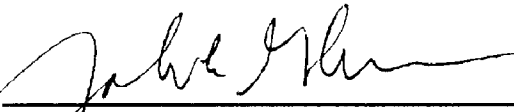
(6) The surviving corporation is a corporation of the State of Delaware.

(7) The authorized capital stock of Cubic Toll Systems, Inc. is 100 shares of Common Stock, no par value.

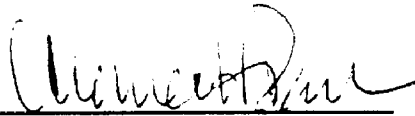
IN WITNESS WHEREOF, Syntonic Technology, Inc. has caused this Certificate to be signed by John E. Glancy, its Chairman of the Board and attested by Aloma H. Park, its Assistant Secretary, on the 4th day of June, 1996.



SYNTONIC TECHNOLOGY, INC.

By: 
John E. Glancy
Chairman of the Board

ATTEST:

By: 
Aloma H. Park
Assistant Secretary

State of New York }
Department of State }^{SS:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on



JUL 09 1999

Special Deputy Secretary of State

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