

08-25-1999



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ER SHEET
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ATTORNEY DOCKET NO. 116633-3000 & 3001

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

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

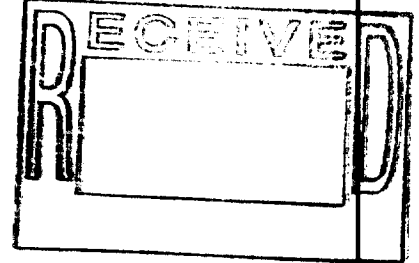
Cubic Toll Systems, Inc.
10260 Campus Point Drive - M/S K-2
San Diego, CA 92121

- 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



3. Nature of Conveyance:

8-23-99

- Assignment
- Security Agreement
- Merger
- Other:

Execution Date: October 27, 1997

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. Shiels
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:

65E

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.

08/24/1999 MTHAI1 00000252 1906344

01 FC=481
02 FC=482

40.00 DP
25.00 TP

Theodore F. Shiels

Theodore F. Shiels, Reg. No. 31,569

August 17, 1999

Date

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:

August 18, 1999

Date

Sherri O Byrd

Sherri O. Byrd

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

Total # of Pages Including This Cover Sheet: 8

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

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

A handwritten signature in black ink, appearing to read "J. Clark", followed by a long horizontal line extending to the right.

Special Deputy Secretary of State

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CT-07

F 980330000191

TAXES
NOV 13 1997
CORPORATION
DISSOLUTION

**CERTIFICATE OF MERGER
OF
CUBIC TOLL SYSTEMS, INC.
INTO
SYNTONIC TECHNOLOGY, INC.**

(UNDER SECTION 907 OF THE NEW YORK BUSINESS CORPORATION LAW)

We, the undersigned, Russell S. Lewis and Douglas E. Scott, being respectively the President and Secretary of Syntonic Technology, Inc., and Cindy S. Pittman and Leslie C. French, being respectively the President and Secretary of Cubic Toll Systems, Inc., hereby certify that:

1. a. The name of each constituent corporation is as follows:

Syntonic Technology, Inc., a Delaware corporation; and
Cubic Toll Systems, Inc., a New York corporation

b. The name of the surviving corporation is Syntonic Technology, Inc.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation & number of shares in each class or series outstanding</u>	<u>Class or Series of shares entitled to vote</u>	<u>Shares entitled to vote as a class or series</u>
Syntonic Technology, Inc.	3,520,000 shares Common	Common	3,520,000 shares
Cubic Toll Systems, Inc.	100 shares Common	Common	100 shares

3. The merger was adopted by each constituent New York domestic corporation in the following manner:

a. As to Cubic Toll Systems, Inc., by the unanimous written consent of the shareholders.

2

4. The merger is permitted by the laws of the jurisdiction of each constituent foreign corporation and is in compliance therewith. Each constituent foreign corporation has complied as follows:

a. Syntonic Technology, Inc. has complied with the applicable provisions of the laws of the State of Delaware under which it is incorporated, and this merger is permitted by such laws.

5. The surviving corporation is to be Syntonic Technology, Inc., a corporation of the State of Delaware, incorporated on the third day of March, 1994, and which filed its application for authority to do business in the State of New York on the 17th day of February, 1995.

6. The date when the certificate of incorporation of Cubic Toll Systems, Inc. was filed by the New York Department of State was the 17th day of JULY, 1987 UNDER THE NAME OF TOLL SYSTEMS ACQUISITION CORP.

7. Syntonic Technology, Inc. agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the New York Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of section 306 of the New York Business Corporation Law in any action or special proceeding. The address to which the Secretary of State shall mail a copy of any process against it served upon him is c/o CT Corporation System, 1633 Broadway, New York, NY 10019. Such address shall supersede any prior address designated as the address to which process shall be mailed.

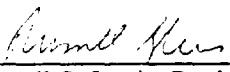
8. Syntonic Technology, Inc. agrees that, subject to the provision of Section 623 of the New York Business Corporation law, it will promptly pay to the shareholders of each constituent new York corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

9. The merger shall be effective upon filing.

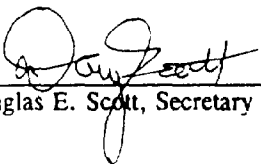
10. All fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the constituent domestic corporation have been paid, and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the constituent domestic corporation. The said report, if estimated, is subject to amendment. The surviving foreign corporation agrees that it will, within 30 days after the filing of the certificate of merger, file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the constituent domestic corporation.

IN WITNESS WHEREOF, we have signed this certificate on the 27th day of October, 1997, and we affirm the statements contained therein as true under penalties of perjury.

SYNTONIC TECHNOLOGY, INC.

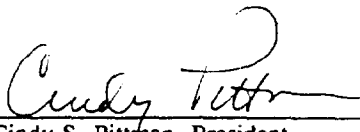


Russell S. Lewis, President

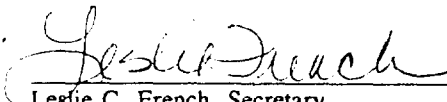


Douglas E. Scott, Secretary

CUBIC TOLL SYSTEMS, INC.



Cindy S. Pittman, President



Leslie C. French, Secretary

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CT-07

CERTIFICATE OF MERGER
OF
CUBIC TOLL SYSTEMS, INC.
INTO
SYNTONIC TECHNOLOGY, INC.

UNDER SECTION 907 OF THE NEW YORK BUSINESS CORPORATION LAW.

RF

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LESLIE FRENCH, PARALEGAL
SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
10260 CAMPUS POINT DRIVE
SAN DIEGO, CA. 92121-1578

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 30 1998
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BY: *RF*
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PR-30.31 (7-96)

New York State Department of Taxation and Finance - Corporation Tax
Albany NY 12227

In the County of State

Date: 2/27/98

23

Name of Corporation	
CUBIC TOLL SYSTEMS, INC.	ID# 94-3049994 AA5

Pursuant to provisions of section 907 of the Business Corporation Law, the Commissioner of Taxation and Finance hereby consents to the Merger of the above named corporation, Into SYNTONIC TECHNOLOGY, INC. (DE) - If filed on or before 5/27/98.

Consent fees are attached

Filed by

Director, Processing Division

By *Francis Balliger*

White-Department of State

Yellow-Department of State

Pink-Taxpayer