

09-03-1999

Docket No.:



101135603

Tab settings

9/1/99

To the Honorable Commissioner of Patent

attached original documents or copy thereof.

1. Name of conveying party(ies):

Panacea, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other



- Association
- Limited Partnership

Additional names(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Spacotec IMC Corporation

Internal Address: _____

Street Address: 600 Suffolk Street

City: Lowell State: MA ZIP: 01854

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Massachusetts
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 13, 1996

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

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

See Schedule
A annexed
hereto

Additional numbers attached? Yes No

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

Name: Lauren Bernstein, Esq.
Internal Address: c/o Kaye, Scholer, Fierman, Hays & Handler, LLP

Street Address: 425 Park Avenue,
12th Floor
New York, NY 10022

City: _____ State: _____ ZIP: _____

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

2

7. Total fee (37 CFR 3.41):.....\$

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

09/02/1999 MTHA11 00000254 1754347

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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.

Jean Crawford
Name of Person Signing

Dean Paul
Signature

8/31/99
Date

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

6

SCHEDULE A

| Registered Trademark | Registration Number | Date Registered |
|-------------------------|---------------------|-----------------|
| PANACEA | 1754347 | 02/23/93 |
| THE BIG PICTURE | 1861697 | 11/08/94 |

JFM
Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

081

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Dennis T. Gain, President / ~~Secretary~~

and Lynnette C. Fallon, Clerk / ~~Secretary~~

of Spacetec INC Corporation
(Exact name of corporation)

organized under the laws of Massachusetts and herein called the parent corporation,

certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

| NAME | STATE OF ORGANIZATION | DATE OF ORGANIZATION |
|---|-----------------------|----------------------|
| (1) Panacea, Inc. 043013962 6-22-88 | Massachusetts | June 22, 1988 |

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

~~3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, provide the manner in which described and that all action required under the laws of such such state for conversion of the stock of the merger has been duly taken.~~

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

4
P.C.

By unanimous written consent of
4. ~~The following~~ as the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B,
Section 82, Subsection (a) was duly adopted:

VOTED: That, it being in the best interest of this Corporation to merge Panacea, Inc., a Massachusetts corporation and wholly-owned subsidiary of this Corporation, into this Corporation with this Corporation being the surviving corporation effective on the date of filing of the Articles of Merger of Parent and Subsidiary Corporations with the Secretary of the Commonwealth of Massachusetts, such merger be and hereby is approved and the President and Clerk be and they hereby are authorized to execute such Articles of Merger and to cause the same to be filed with the Secretary of the Commonwealth of Massachusetts, to pay all fees and expenses in connection therewith, and to take any and all other such actions, including without limitation, executing and delivering any and all such other agreements, certificates, and other documents, as such officer(s) shall deem to be necessary or appropriate in connection therewith.

Notes: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth ~~if not the date indicated; specify week, day, which shall be not more than ninety days after the date of filing~~

6

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

~~6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (c), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of ~~such~~ obligations, including taxes, in the same manner as provided in Chapter 181.~~

SIGNED UNDER THE PENALTIES OF PERJURY, this 13th day of March, 19 96


Dennis T. Galt

, "President / ~~President~~


Lynnette G. Fallon

, "Clerk / ~~Assistant Clerk~~

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers bearing corresponding powers and duties.*

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SECRETARY OF
THE COMMONWEALTH

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS

(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250 having been paid, said articles are deemed to have been filed with me this 22ND day of MARCH, 19 96.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 2/11/96 CLERK *[Signature]*

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

John J. Hitt, Esq.

Palmer & Dodge
One Beacon Street
Boston, MA 02108

Telephone: (617) 573-0100