

09-03-1999

Docket No.:



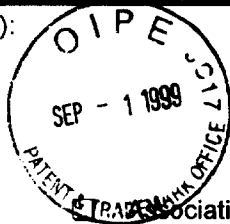
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

LEI Holdings, Inc.



- Individual(s)
General Partnership
Corporation-State
Other

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

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

Name: Labtec Enterprises, Inc.

Internal Address: Columbia Tech Center

Street Address: 1499 S.E. Tech Center Place

City: Vancouver State: WA ZIP: 98683

- 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
Security Agreement
Other
Merger
Change of Name

Execution Date: October 6, 1997

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 MTHAI1 00000255 1434553

DO NOT USE THIS SPACE

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

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

Jean Crawford
Signature

8/31/99
Date

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

4

SCHEDULE A

Registered Trademark	Registration Number	Date Registered
LABTEC	1434553	03/31/87
LCS	2014254	11/05/96

SENT BY DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 10/06/1997
971335314 - 2411181

:10- 6-97 :10:48AM :

6589772- DEL-DIV-OF-CORPS-4:# 2

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
LABTEC ENTERPRISES, INC.
INTO
LEI HOLDINGS, INC.**

In accordance with Section 253 of the General Corporation Law of Delaware, LEI Holdings, Inc., a Delaware corporation, does hereby certify as follows:

1. The name and state of incorporation of the constituent corporations are Labtec Enterprises, Inc., a Washington corporation, and LEI Holdings, Inc., a Delaware corporation.

2. LEI Holdings, Inc. owns 100% of the outstanding shares of the common stock of Labtec Enterprises, Inc. Labtec Enterprises, Inc. has no shares of any other class or series of stock outstanding.

3. The following recitals and resolutions were duly adopted by the Board of Directors of LEI Holdings, Inc. on September 29, 1997:

WHEREAS, this corporation lawfully owns all the outstanding stock of Labtec Enterprises, Inc., a Washington corporation (the "Subsidiary"); and

WHEREAS, this corporation desires to merge into itself the Subsidiary and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary, and this Board of Directors desires hereby to approve such merger;

NOW, THEREFORE, BE IT RESOLVED, that this Board of Directors hereby approves the merger of the Subsidiary with and into this corporation and the assumption by this corporation of all the liabilities and obligations of the Subsidiary.

[00000-0000/239723 (0.199)]

SENT BY:

10- 8-97 10:48AM ;

8589772- DEL-DIV-OF-CORPS-4:# 3

RESOLVED FURTHER, that the certificate of incorporation of this corporation, as heretofore amended and restated, shall continue to be the certificate of incorporation of the surviving corporation; provided, however, that Article 1 of such certificate of incorporation shall, upon the effective date and time of the merger, be amended in its entirety to read as follows:

ARTICLE 1. NAME

The name of this corporation is Labtec Enterprises, Inc.

RESOLVED FURTHER, that the officers of this corporation, or any one of them, are hereby authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions approving such merger and approving the amendment of Article 1 of this corporation's Certificate of Incorporation, and the date of adoption thereof, and to file, or cause to be filed, the same in the office of the Secretary of the State of Delaware.

RESOLVED FURTHER, that the officers of this corporation, or any one of them, are hereby authorized and directed 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.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its duly authorized officer this 6th day of October 1997.

LEI HOLDINGS, INC.

By: MFO Harris
Michael F.O. Harris, Vice President,
Secretary and Treasurer