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U.S. Patent & TMO/c/TM Mail Rcpt Dt. #39 OFFICE OF PATENTS AND TRADEMARKS original documents or copy thereof.

MRD 9-13-99

1. Name of conveying party(ies): (If multiple assignors, list numerically)

VALOR ELECTRONICS, INC.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State **California**
- Other:

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

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

Name: PULSE ENGINEERING, INC.
Internal Address:
Street Address: 12220 World Trade Drive
City: San Diego **State:** CA **ZIP:** 92128

- Individual
- 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) and address(es) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) **December 15, 1998**

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

- a. Trademark Application No(s):
- b. Trademark Registration No(s):
1, 803,124; 1,805,868; 1,871,825

Additional numbers attached? Yes No

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

Name: AnneMarie Kaiser
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660
Attorney's Docket No.: VALOR.002T, 003T, 004T

7. Total fee (37 CFR 3.41): \$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved:
3

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.

AnneMarie Kaiser
Name of Person Signing

AnneMarie Kaiser
Signature

Sept. 9, 1999
Date

Total number of pages including cover sheet, attachments and document: 4

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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State of Delaware

Office of the Secretary of State

PAGE 1

FILED
In the Office of the Secretary of State
of the State of Delaware

DEC 31 1998
Bill Jones
WILL JONES, 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:

"VALOR ELECTRONICS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "PULSE ENGINEERING, INC." UNDER THE NAME OF "PULSE ENGINEERING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 1998. AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

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



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

9472358

DATE:

12-19-98

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COPY

CERTIFICATE OF OWNERSHIP AND MERGER

**MERGING VALOR ELECTRONICS, INC.
INTO PULSE ENGINEERING, INC.**

PULSE ENGINEERING, INC., a corporation organized and existing under the laws of the State of Delaware ("Pulse"),

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 15th day of May, 1995, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the issued and outstanding shares of the stock of **VALOR ELECTRONICS, INC.**, a corporation incorporated on the 12th day of August, 1983, pursuant to the General Corporation Law of the State of California ("Valor").

THIRD: That the directors of Pulse, by the following resolutions of its Board Of Directors, duly adopted by the unanimous written consent of its members as of the 17th day of November, 1998, and filed with the minutes of the Board, determined to merge into itself said Valor:

WHEREAS, the Board of Directors of the Corporation deems it desirable and in the best interests of the Corporation and its shareholder to effect the merger of Valor with and into the Corporation, and

WHEREAS, the merger of Valor with and into the Corporation (the "Merger") may be effectuated pursuant to a certain Certificate of Ownership and Merger to be executed by the Corporation and filed with the Secretary of State of Delaware and the Secretary of State of California;

NOW, THEREFORE, BE IT

RESOLVED, that the Merger into the Corporation is hereby approved, adopted and ratified in all respects, and the appropriate officers of the Corporation are hereby authorized and directed to execute, if necessary, the Certificate of Ownership and Merger relating to the Merger on behalf of the Corporation; and further

RESOLVED, that the merger shall become effective on December 31, 1998; and further

RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed to take all other actions which such officers shall deem necessary or appropriate to effectuate the foregoing resolutions, including but not limited to the execution, delivery and filing of all other documents, certificates or other instruments necessary to consummate the Merger described above.

Doc. #146206 v.01

IN WITNESS WHEREOF, Pulse has caused this Certificate of Ownership and Merger to be signed by Albert Thorp, III, its Secretary, this 15th day of December, 1998.

PULSE ENGINEERING, INC.

By:


Name: Albert Thorp, III

Title: Secretary