



MRS 10/28/99

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

1. Name of conveying party(ies):
Fountainhead Technologies, Inc.

- Individuals(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Liability Partnership

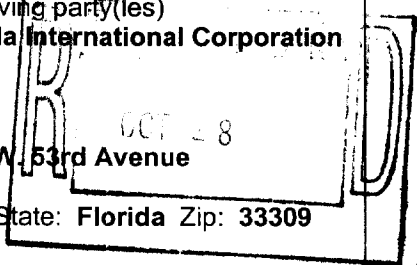
Additional name(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies)
Name: **Baracuda International Corporation**

Internal Address:

Street Address: **5350 N.W. 53rd Avenue**

City: **Ft. Lauderdale** State: **Florida** Zip: **33309**



3. Nature of conveyance:

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

Execution Date: August 23, 1999

- Individual(s) citizenship
- Association
- General Partnership
- Limited Liability Partnership
- Corporation-State Florida
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional names(s) & address(es) attached? Yes No

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.
SEE ATTACHED SCHEDULE

Additional numbers attached? Yes No

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

Name: **Sharan B. Flexner**

Internal Address: **Kilpatrick Stockton LLP**

Suite 2800

Street Address: **1100 Peachtree Street**

City: **Atlanta** State: **GA** Zip: **30309-4530**

6. Total number of applications and registrations involved **9**

7. Total fee (37 CFR 3.41)..... **\$ 240.00**

Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

DO NOT USE THIS SPACE

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.

Dean W. Russell

Name of Person Signing

Signature

28 OCTOBER 1999

Date

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

5

(40.00 OP
200.00 OP)

FOUNTAINHEAD

Trademark	Registration Number	Registration Date
AQUA CATALYST (and design)	1954623	06-Feb-96
AQUACLEAN	1977316	28-May-96
CLARITEC	1947678	09-Jan-96
CLEARVISION (stylized)	1999407	10-Sep-96
VISION	1788054	17-Aug-93
VISIPURE	1972661	07-May-96
CARTRIDGE EXPRESS	2114041	18-Nov-97
NATURE 2 (stylized)	1953223	30-Jan-96
REDUCE	1996181	20-Aug-96

CERTIFICATE OF OWNERSHIP AND MERGER

of

FOUNTAINHEAD TECHNOLOGIES, INC.
(a Delaware corporation)

with and into

BARACUDA INTERNATIONAL CORPORATION
(a Florida corporation)

It is hereby certified that:

1. Baracuda International Corporation (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Florida.
2. The Corporation is the owner of all of the issued and outstanding shares of the stock of Fountainhead Technologies, Inc., which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of Baracuda International Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Fountainhead Technologies, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on August 23, 1999 by the Board of Directors of the Corporation to merge the said Fountainhead Technologies, Inc. into the Corporation:

RESOLVED, that, with effect from 11:59 p.m. on August 31, 1999, Fountainhead Technologies, Inc. be merged with and into the Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Fountainhead Technologies, Inc. be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Fountainhead Technologies, Inc. in its name; and

FURTHER RESOLVED, that, with effect from 11:59 p.m. on august 31, 1999, the Corporation assume all of the obligations of Fountainhead Technologies, Inc.; and

FURTHER RESOLVED, that the Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Fountainhead Technologies, Inc., as well as for enforcement of any obligation of the Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Baracuda International Corporation
3420 N.W. 53rd Street
Ft. Lauderdale, Florida 33309
Attn.: President

FURTHER RESOLVED, that the Corporation shall cause to be executed and filed and recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of Florida, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Fountainhead Technologies, Inc. and of the Corporation and in any other appropriate jurisdiction.

Executed on the 23rd day of August, 1999.

Baracuda International Corporation
a Florida corporation

By: 

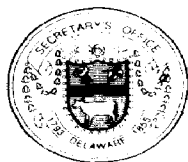
Name: JACK E. LACEY

Title: PRESIDENT / CEO

State of Delaware
Office of the Secretary of State PAGE 1

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:

"FOUNTAINHEAD TECHNOLOGIES, INC.", A DELAWARE CORPORATION, WITH AND INTO "BARACUDA INTERNATIONAL CORPORATION" UNDER THE NAME OF "BARACUDA INTERNATIONAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 1999, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

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991405285

AUTHENTICATION: 9993499

DATE: 09-28-99

RECORDED: 10/28/1999

TRADEMARK
REEL: 001989 FRAME: 0941