

255673 v.01 S3

MKP
12-23-99



101245795

documents or copy thereof.

1. Name of conveying party(ies):

Magnetec Corporation
7 Laser Lane
Wallingford, CT 06492

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Connecticut

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

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

Name: Transact Technologies Incorporated
Internal Address: _____
Street Address: 7 Laser Lane
City: Wallingford State: CT ZIP 06492

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 12/20/99

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

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

A. Trademark Application No. (s)

01/19/2000 DCOATES 00000043 1996186
01 FC:481 40.00 OP
02 FC:482 25.00 OP

B. Trademark registration No. (s)

1996186
1990828

Additional numbers attached? Yes No

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

Name: Manisha K. Merchant/John Kreidler
Internal Address: Shipman & Goodwin LLP

Street Address: One American Row

City: Hartford State: CT Zip: 06103-2819

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): ----- \$ 65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

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.

Manisha K. Merchant Manisha Merchant 12/22/99
Name of Person Signing Signature Date

Total number of pages comprising cover sheet

CIMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C., 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D. C. 2053.

Office of the 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:

"MAGNECTEC CORPORATION", A CONNECTICUT CORPORATION, WITH AND INTO "TRANSACT TECHNOLOGIES INCORPORATED" UNDER THE NAME OF "TRANSACT TECHNOLOGIES INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

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

2634907 8100M

991548653

AUTHENTICATION: 0152215

DATE: 12-20-99

CERTIFICATE OF OWNERSHIP AND MERGER

OF

MAGNETEC CORPORATION

(a Connecticut corporation)

INTO

TRANSACT TECHNOLOGIES INCORPORATED

(a Delaware corporation)

(Under Section 253 of the Delaware General Corporation Law)

It is hereby certified that:

1. TransAct Technologies Incorporated ("TransAct") is a business corporation of the State of Delaware.
2. TransAct is the owner of all of the outstanding shares of common stock of Magnetec Corporation, which is a business corporation of the State of Connecticut.
3. The laws of the jurisdiction of organization of Magnetec Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. TransAct hereby merges Magnetec Corporation into TransAct Technologies Incorporated.
5. The following is a copy of the resolutions adopted on December 7, 1999 by the Board of Directors of TransAct to merge the said Magnetec Corporation into TransAct Technologies Incorporated:

"RESOLVED, that Magnetec Corporation be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Magnetec Corporation be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Magnetec Corporation in its name (the "Merger").

RESOLVED, that this Corporation assume all of the obligations of Magnetec Corporation.

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions and the Certificate of Merger setting forth a copy of the Plan of Merger (the "Plan") shall be 12:01 a.m. on January 1, 2000, and that, insofar as the General Corporation Law of the State of Delaware and the Connecticut Business Corporation Act shall govern the same, said time shall be the effective merger time.


RESOLVED, that the Plan, be, and hereby is, approved and adopted, certified, executed, and acknowledged.

RESOLVED, that the Board of Directors and duly authorized officers of Magnetec Corporation be, and they hereby are, authorized and empowered to take or cause to be taken any and all actions as they shall deem necessary or appropriate to carry out the terms of the Plan and effectuate the Merger.

RESOLVED, that the proper officers of this Corporation be and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to do and perform all such acts and things, and to execute and deliver all such documents, certificates, conveyances, transfers, instruments, agreements and assurances, and to make payments of all fees and expenses, and to take all such other action as they or any of them may deem necessary, advisable or convenient to carry out the terms of the Plan and effectuate the Merger."

IN WITNESS WHEREOF, the undersigned duly authorized officer of TransAct Technologies Incorporated has executed this Certificate of Ownership and Merger as of this 7th day of December, 1999.

TransAct Technologies Incorporated

By: 
Bart C. Shuldman
Its President & Chief Executive Officer

254779 v.02 S1

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

DECEMBER 21, 1999

SHIPMAN & GOODWIN
ONE AMERICAN ROW
HARTFORD, CT 06103-2819

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

TRANSACT TECHNOLOGIES INCORPORATED

Work Order Number: 1999185716-001
Business Filing Number: 0002055203
Type of Request: CERTIFICATE OF MERGER
File Date/Time: DEC 20 1999 12:43 PM
Effective Date/Time: JAN 01 2000 12:01 AM
Work Order Payment Received: 55.00
Payment Received: 55.00
Account Balance: 1492.68
Customer Id: 000419
Business Id: 0536176

If applicable for this type of request, a summary of the business information we have on record is enclosed.

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

LISA SMITH
Commercial Recording Division
860-509-6003

TRADEMARK
REEL: 002009 FRAME: 0937

BUSINESS FILING REPORT

WORK ORDER NUMBER:1999185716-001
BUSINESS FILING NUMBER: 0002055203

SURVIVING BUSINESS NAME:
TRANSACT TECHNOLOGIES INCORPORATED

BUSINESS LOCATION:
7 LASER LANE

WALLINGFORD, CT 06492

MAILING ADDRESS:
7 LASER LANE

WALLINGFORD, CT 06492

TERMINATING BUSINESS NAMES:

MAGNETEC CORPORATION

** END OF REPORT **

CERTIFICATE OF MERGER
OF

MAGNETEC CORPORATION
(a Connecticut corporation)

AND

TRANSACT TECHNOLOGIES INCORPORATED
(a Delaware corporation)

To the Secretary of the State
State of Connecticut


Pursuant to the provisions of the Connecticut Business Corporation Act of the Connecticut General Statutes ("CGS") governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following certificate of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Connecticut, and which is subject to the provisions of the Connecticut Business Corporation Act, is Magnetec Corporation.
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is TransAct Technologies Incorporated.
3. Approval by the shareholders was not required pursuant to CGS §33-818(a) because all of the issued and outstanding share of capital stock of Magnetec Corporation are owned by TransAct Technologies Incorporated.
4. The Plan of Merger for merging Magnetec Corporation into TransAct Technologies Incorporated as approved by resolution of the Board of Directors of TransAct Technologies Incorporated is attached hereto as Exhibit A.
5. TransAct Technologies Incorporated waives the mailing of a copy of the Plan of Merger pursuant to CGS §33-818(c). There are no other shareholders of Magnetec Corporation.
6. The laws of the jurisdiction of organization of Magnetec Corporation and TransAct Technologies Incorporated permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of TransAct Technologies Incorporated; and the merger of Magnetec Corporation into TransAct Technologies Incorporated is in compliance with the laws of the jurisdiction of organization of TransAct Technologies Incorporated.

7. The effective time and date of the merger herein provided for in the State of Connecticut shall be 12:01 a.m. on January 1, 2000.

IN WITNESS WHEREOF, the parent corporation has caused this Certificate of Merger to be signed by its duly authorized officer as of this 7th day of December, 1999.

TRANSACT TECHNOLOGIES INCORPORATED

By: 
Bart C. Shuldman
Its President and Chief Executive Officer

254777 v.02 S1

TRADEMARK
REEL: 002009 FRAME: 0940

PLAN OF MERGER

This Plan of Merger is entered into this 7th day of December, 1999 by and among Magnetec Corporation, a Connecticut corporation and TransAct Technologies Incorporated, a Delaware corporation.

1. TransAct Technologies Incorporated, which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of capital stock of Magnetec Corporation, which is a business corporation of the State of Connecticut and the subsidiary corporation, hereby merges Magnetec Corporation into TransAct Technologies Incorporated pursuant to the provisions of the Connecticut General Statutes §33-818 and pursuant to the provisions of the Corporation Laws of the State of Delaware.

2. The separate existence of Magnetec Corporation shall cease at the effective time and date of the merger pursuant to the provisions of the Connecticut Business Corporation Act; and TransAct Technologies Incorporated shall continue its existence as the surviving corporation pursuant to the provisions of the Corporation Laws of the State of Delaware.

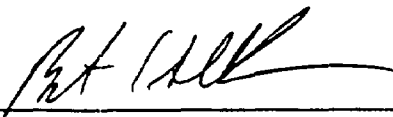
3. The issued shares of capital stock of Magnetec Corporation shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of Magnetec Corporation and TransAct Technologies Incorporated are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.


5. This Plan of Merger may be executed in counterparts, each of which when so executed and delivered shall constitute a complete and original instrument but all of which together shall constitute one and the same agreement, and it shall not be necessary when making proof of this Plan of Merger or any counterpart thereof to account for any other counterpart.

IN WITNESS WHEREOF, the undersigned duly authorized officers of Magnetec Corporation and TransAct Technologies Incorporated have executed this Plan of Merger as of the above written date.

TRANSACT TECHNOLOGIES
INCORPORATED

By: 
Bart C. Shuldman
Its President and Chief Executive Officer

MAGNETEC CORPORATION

By: 
Bart C. Shuldman
Its President

254777 v.02 S2