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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

02/01/2000 DCDATES 00000013 75426459

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
TRADEMARK

REEL: 002013 FRAME: 0669

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75426459"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2264425"/>	<input type="text" value="2141398"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Elisa Raley Elisa Raley January 6, 2000
Name of Person Signing Signature Date Signed

"Express Mail" mailing label No. EK0521 36304US

Date of Deposit January 6, 2000

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.13 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231.

Elisa Raley

(Typed or printed name of person mailing paper or fee)

Elisa Raley

(Signature of person mailing paper or fee)

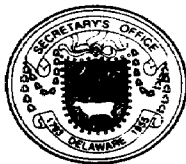
Office of the Secretary of State

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 MERGER, WHICH MERGES:

"DA VINCI SYSTEMS, INC.", A FLORIDA CORPORATION, WITH AND INTO "DA VINCI SYSTEMS, INC." UNDER THE NAME OF "DA VINCI SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF DECEMBER, A.D. 1999, AT 10 O'CLOCK A.M.

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

"Express Mail" mailing label No. EK052136304US
Date of Deposit: January 6, 2000
I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.19 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20531.
ELISA RAUER
(Typed or printed name of person mailing paper or fee)
Elisara
(Signature of person mailing paper or fee)



Edward J. Freel, Secretary of State

3136151 8100M

AUTHENTICATION: 0144668

991533715

DATE: 12-16-99

TRADEMARK
REEL: 002013 FRAME: 0672

CERTIFICATE OF MERGER**Merging**

DA VINCI SYSTEMS, INC.
(a Florida corporation)

Into

DA VINCI SYSTEMS, INC.
(a Delaware corporation)

DA VINCI SYSTEMS, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, HEREBY CERTIFIES:

FIRST: That the Corporation was incorporated on December 6, 1999 under the name da Vinci Systems, Inc. pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That da Vinci Systems, Inc. ("Old da Vinci") was organized on November 9, 1990, pursuant to the 1989 Business Corporation Act of the State of Florida ("FBCA").

THIRD: That an Agreement and Plan of Merger, dated as of December 13, 1999, between the Corporation and Old da Vinci (the "Agreement"), providing for Old da Vinci to be merged into and survived by the Corporation (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the Corporation and Old da Vinci in accordance with Section 252 of the DGCL.

FOURTH: That the Corporation shall be the surviving corporation (the "Surviving Corporation") of the Merger. The Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the By-Laws of the Corporation shall be the By-Laws of the Surviving Corporation.

SIXTH: That the directors and officers of Old da Vinci shall be the directors and officers, respectively, of the Surviving Corporation, each to hold such office

until his or her successor shall be elected or appointed and qualified or until his or her earlier death, resignation or removal.

SEVENTH: That the Merger has been approved by the written consent Dynatech LLC, a Delaware limited liability company ("Dynatech"), the holder of all the issued and outstanding shares of common stock of the Corporation and Old da Vinci, in accordance with Section 228(a) of the DGCL and Section 607.0704 of the FBCA.

EIGHTH: That the executed Agreement is on file at an office of Dynatech Corporation at 3 New England Executive Park, Burlington, Massachusetts 01803. A copy will be furnished, on request and without cost, to any shareholder of the Corporation.

NINTH: That the number of shares of stock of all classes which Old da Vinci has authority to issue is fifth thousand (50,000), \$0.01 par value per share.

TENTH: Notwithstanding anything to the contrary, the Merger may be terminated and abandoned by the Board of Directors of the Corporation or Old da Vinci at any time prior to the filing of this Certificate.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by a duly authorized officer thereof.

DA VINCI SYSTEMS, INC.
a Delaware corporation

By: 
Mark V.B. Tremallo
Secretary

Dated: Dec 10, 1999

Express Mail mailing label No. EK05213630445

Date of Deposit January 6, 2000

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231.

Elisa Raley
(Typed or printed name of person mailing paper or fee)


(Signature of person mailing paper or fee)

DA VINCI SYSTEMS, INC.

REGISTERED TRADEMARKS

<u>TRADEMARK NAME</u>	<u>REGISTRATION NUMBER</u> <u>REGISTRATION DATE</u>	<u>SERIAL #</u> <u>DATE FILED</u>
2K	2,264,425 July 27, 1999	75-426,425 January 30, 1998
Resolve	2,141,398 March 3, 1998	75-078,835 March 26, 1996

TRADEMARK APPLICATIONS

<u>TRADEMARK NAME</u>	<u>SERIAL NUMBER</u>	<u>DATE FILED</u>
Colorist Toolbox	75-426,459	January 30, 1998