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03-03-2000



COVER SHEET

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Y

TO: The Commissioner of Patents and Trademarks 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/AKA/TA

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.)

FOR OFFICE USE ONLY

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

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)

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.

Paul T. Kashimba

6/21/99

Name of Person Signing

Signature

Date Signed

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:

"SOFTWARE HOUSE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SENSORMATIC ELECTRONICS CORPORATION" UNDER THE NAME OF "SENSORMATIC ELECTRONICS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 1996, AT 4:01 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8011234

DATE:

07-01-96

TRADEMARK

REEL: 002029 FRAME: 0300

CERTIFICATE OF OWNERSHIP AND MERGER

of

SOFTWARE HOUSE, INC.
(a Delaware corporation)

into

SENSORMATIC ELECTRONICS CORPORATION
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law

The undersigned officer of SENSORMATIC ELECTRONICS CORPORATION, hereby certifies that:

1. Sensormatic Electronics Corporation (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all the outstanding shares of stock of Software House, Inc. ("Software House"), which is also a business corporation of the State of Delaware.
3. On June , 1996, the Board of Directors of the Corporation adopted the following preamble and resolutions to merge Software House into the Corporation:

WHEREAS, Software House, Inc., a Delaware corporation ("Software House"), is a wholly-owned subsidiary of the Corporation and it is advisable and in the best interests of the Corporation that Software House be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware;

NOW, THEREFORE, it is:

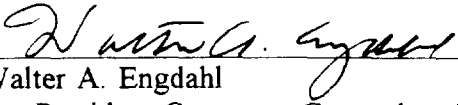
RESOLVED, that the merger of Software House with and into the Corporation is approved in all respects; and further

RESOLVED, that the President, any Vice President, the Treasurer and the Secretary of the Corporation, and each of them acting without the others, are authorized and directed to execute a Certificate of Ownership and Merger with respect to each merger referred to above, and to file such Certificate with the Secretary of State of the State of Delaware, and, where necessary or desirable,

to file with any appropriate governmental or regulatory offices any such additional deeds, instruments, certificates, amendments, consents, waivers and other documents as may be required or as any such officer deems necessary or desirable to effect complete consummation of the transactions contemplated by these resolutions, his execution of such document to be conclusive evidence of his approval thereof.

4. The Merger shall be effective at 12:01 a.m. on July 1, 1996.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger on June , 1996 and affirms its contents as true under penalties of perjury.



Name: Walter A. Engdahl
Title: Vice President-Corporate Counsel and Secretary