

NUM 2/1/00

04-05-2000

FORM PTO-1594  
1-31-92

RECORDAT



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

REC

101305603

To the Honorable Commissioner of Patents and Trademarks, Patent and Trademark Office, Washington, D.C. 20503, and documents or copy thereof.

1. Name of conveying party(ies): **NOV FEB -7 PM 12: 26**  
 Locus Corporation  
 Individual  Association **OPR/FINANCE**  
 General Partnership  Limited Partnership  
 Corporation  
 Other  
 Additional name(s) of conveying party(ies) attached?  yes  no

2. Name and address of receiving party(ies):  
 Name: LTI International, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 2160 North Central Road  
 City: Fort Lee State: NJ Zip: 07024  
 Additional name(s) & address(es) attached?  Yes  No  
 Individual(s) citizenship \_\_\_\_\_  
 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) & address(es) attached?  Yes  No

3. Nature of Conveyance:  
 Assignment  
 Security Agreement  
 Merger  
 Change of Name  
 Other \_\_\_\_\_  
 Execution Date: May 20, 1999

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) 75/653,767  
 B. Trademark Registration No.(s) 2,106,257  
 Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: JOHN K. KIM  
 Internal Address: \_\_\_\_\_  
 Street Address: P.O. BOX 1477  
 City: EDISON State: NEW JERSEY Zip: 08818

6. Total number of applications and trademarks involved: 2  
 7. Total fee (37 CFR 3.41): ----- \$ 65.00  
 Enclosed  
 Authorized to be charged to deposit account  
 8. Deposit account number: 19-1218  
 (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.  
JOHN K. KIM John K. Kim 2/1/2000  
 Name of Person Signing Signature Date  
 Reg. No. 37,002 Total number of pages comprising cover sheet: 1

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:  
 4/06/2000 TTRM1 00000018 191218 2106257 Commissioner of Patents and Trademarks  
 Box Assignments  
 Washington, D.C. 20231

1 FE/401 40.00 CH  
 2 FE/402 25.00 CH

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State of New York }  
 Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on DEC 17 1999



*J. Clark*

Special Deputy Secretary of State

DOB-1266 (5/96)

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

	Designation and number of shares in each class or series outstanding	Class or series of shares entitled to vote	Shares entitled to vote as a class or series
Lease New York	10,000,000 shares of Common Stock	Common Stock	10,000,000
	1,000,000 shares of Class A Common Stock		0
Lease Delaware	100 shares of Common Stock	Common Stock	100

3. The merger was adopted by each constituent New York domestic corporation in the following manner:

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- (1) As to Locus New York, by the affirmative vote of the holders of a majority of all outstanding shares entitled to vote thereon.
4. The merger is permitted by the laws of the jurisdiction of each constituent foreign corporation and is in compliance therewith. Each constituent foreign corporation has complied as follows:
  - (a) Locus Delaware has complied with the applicable provisions of the laws of the State of Delaware under which it is incorporated, and this merger is permitted by said laws.
5. The surviving corporation is Locus Delaware, a corporation of the State of Delaware, incorporated on the 14th day of January, 1977. Locus Delaware was first incorporated under the name LTI International, Inc. LTI International, Inc. filed for voluntary to do business in New York on May 10, 1988.
6. The date when the certificate of incorporation of Locus New York was filed by the Department of State of the State of New York was the 11th day of May, 1989.
7. Locus Delaware agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously assumed to exist in the State of New York, and for the enforcement under the Business-Corporation law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving unincorporated corporation, and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 204 of the Business-Corporation Law, in any action or special proceeding. The post office address at which the Secretary of State shall send a copy of any process against it, served upon him is 2000 North Canal Road, Fort Lee NJ 07024. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.
8. Locus Delaware agrees that, subject to the provisions of Section 623 of the Business-Corporation Law, it will promptly pay to the shareholders of each constituent New York corporation the amount, if any, to which they shall be entitled under the provisions of the Business-Corporation Law, relating to the right of the shareholders to receive payment for their shares.
9. Each constituent domestic corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by each constituent domestic corporation have been paid and that a certificate (including tax reports (submitted or filed) through the unexpired date of the merger has

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been filed by each constituent domestic corporation. The said report, if submitted, is subject to examination. Local Delaware hereby agrees that it will within thirty (30) days after the filing of this Certificate of Merger file the necessary franchise tax report, if no certificate report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by each constituent domestic corporation.

10. The merger shall be effective upon the filing.

(The remainder of this page has been intentionally left blank.)

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IN WITNESS WHEREOF, I have signed this certificate on the 10th day of May, 1920,  
and I affirm the statements contained therein as true under penalty of perjury.

LEON CORPORATION, a New York  
corporation.

By: [Signature]  
Jesse C. [Name]  
President and Secretary

LEON INTERNATIONAL, INC., a  
Delaware corporation.

By: [Signature]  
Jesse C. [Name]  
President and Secretary

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CT-07

CERTIFICATE OF MERGER  
OF  
LOCUS CORPORATION  
INTO  
LTI INTERNATIONAL, INC.

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

FILED

MAY 20 3 19 PM '99

*fac*

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED MAY 20 1999

GOODWIN PROCTER & HOAR LLP  
597 LEXINGTON AVENUE  
NEW YORK, NY 10022

TAX S  
BY: *fac*  
*New York*

BILLED

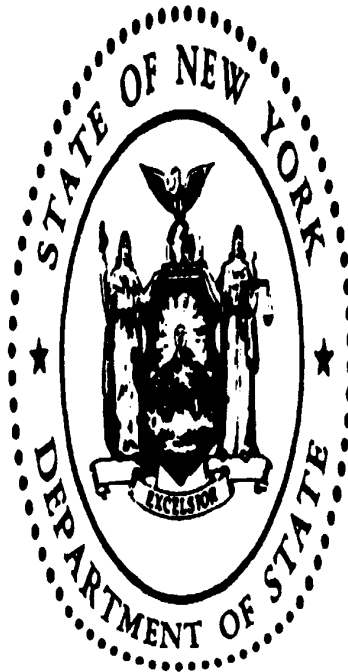
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*State of New York }  
Department of State }<sup>ss:</sup>*

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* **DEC 17 1999**



A handwritten signature in black ink, appearing to read "J. L. ...", written over a horizontal line.

*Special Deputy Secretary of State*

DOB-1256 (5/96)

RECORDED: 02/07/2000

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