



04-27-2000



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MRD 4.5.00

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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

04/26/2000 DCOATES 00000130 75629103

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NO. 00 UP

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

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="75/629185"/>	<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"/>	<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

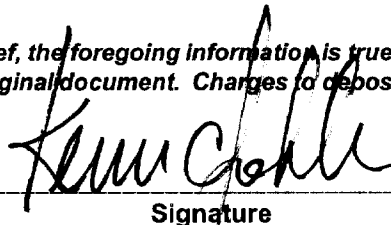
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

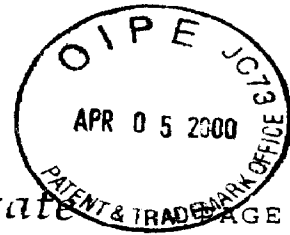
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Kenneth C. Johnston, Esq.
Name of Person Signing


Signature

April 4, 2000
Date Signed

State of Delaware
Office of the Secretary of State



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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"TIDEL ENGINEERING, INC.", A DELAWARE CORPORATION, WITH AND INTO "TIDEL ENGINEERING, L.P." UNDER THE NAME OF "TIDEL ENGINEERING, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 1999, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED PARTNERSHIP SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9660642
DATE: 03-30-99

TRADEMARK
REEL: 002060 FRAME: 0625

CERTIFICATE OF MERGER

Pursuant to the provisions of Sections 251 and 263 of the Delaware General Corporation Law, the undersigned entity adopts this Certificate of Merger:

1. The names and states of incorporation or organization of the entities that are parties to the merger are:

Tidel Engineering, Inc. - Delaware
Tidel Engineering, L.P. - Delaware

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 263 of the Delaware General Corporation Law.
3. The name of the surviving entity is Tidel Engineering, L.P.
4. No amendments or changes to the Certificate of Limited Partnership of the surviving limited partnership are effected by the merger, and the Certificate of Limited Partnership of Tidel Engineering, L.P., the surviving entity, shall be its Certificate of Limited Partnership.
5. The executed Agreement of Merger is on file at the office of Tidel Engineering, L.P. at 5847 San Felipe, Suite 900, Houston, Texas 77057
6. A copy of the Agreement of Merger will be furnished by Tidel Engineering, L.P., on request and without cost, to any shareholder of Tidel Engineering, Inc. or partner of Tidel Engineering, L.P.
7. The merger shall be effective at 11:59 p.m. on March 31, 1999.

TIDEL ENGINEERING, L.P.

By: **TIDEL CASH SYSTEMS, INC.,**
its general partner

By: James T. Rash
James T. Rash, Chairman

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