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FORM PTO-1594
(Rev. 6-93)

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05-19-2000

SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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



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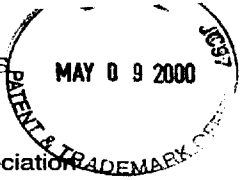
To the Honorable Commissioner of Pa

ached original documents or copy thereof.

1. Name of conveying party(ies):
INTEGRATED CIRCUIT SYSTEMS

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

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



2. Name and address of receiving party(ies)
Name: TURTLE BEACH SYSTEMS, INC.
Internal Address: Cyber Center No. 3
Street Address: 1600 Pennsylvania Ave.
City: York State: PA ZIP: 17404

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Pennsylvania
 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 Merger
 Security Agreement Change of Name
 Other

Execution Date: 30 July 1993

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,924,488 -- AUDIO ADVANTAGE

Additional numbers attached? Yes No

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

Name: Herbert Dubno, Esq.
Internal Address:
c/o The Firm of Karl F. Ross, P.C.
Street Address: 5676 Riverdale Ave.
Suite 310
City: Riverdale (Bronx) State: NY ZIP: 10471

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
18-2025
(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.

Herbert Dubno, Esq. [Signature]
Name of Person Signing Signature

Total number of pages including cover sheet, attachments, and document: 10 Date: 9 May 2000

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

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PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

22

TURTLE BEACH SYSTEMS, INC.



THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU CALL 717-787-1057.

ENTITIES ACTING AS PROFESSIONAL FUNDRAISING CONSULTANTS OR PROFESSIONAL SOLICITORS ON BEHALF OF CHARITIES SOLICITING CONTRIBUTIONS WITHIN THE COMMONWEALTH OF PENNSYLVANIA MUST REGISTER WITH THE DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, ROOM 308, NORTH OFFICE BUILDING, HARRISBURG, PENNSYLVANIA 17120-0029 (717)/783-1720).

ENTITY NUMBER: 1631851

MICROFILM NUMBER: 09352

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ESQUIRE ASSIST
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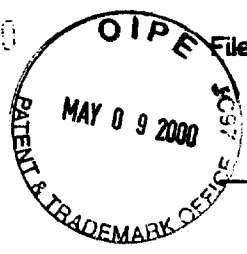
TRADEMARK

REEL: 002075 FRAME: 0539

Form Number 9352-1020

Filed with the Department of State on JUL 30 1993

Number 163/851



[Signature]
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 89)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

The name of the corporation surviving the merger is: Turtle Beach Systems, Inc.

Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

1600 Pennsylvania Avenue York Pennsylvania 17405 York
Number and Street City State Zip County

Name of Commercial Registered Office Provider _____ County _____

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

Number and Street City State Zip County

Name of Commercial Registered Office Provider _____ County _____

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

The name and the address of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Integrated Acquisition Corporation
2435 Boulevard of the Generals
Valley Forge, PA 19482-0968

93 JUL 30 PM 4:42

Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on _____

The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of adoption
Turtle Beach Systems, Inc.	Adopted by the directors and shareholders pursuant to 15 Pa. C.S. §1924(a)
Integrated Acquisition Corporation	Adopted by the directors and shareholders pursuant to 15 Pa. C.S. §1924(a)

~~Strike out this paragraph if no foreign corporation is a party to the merger). THE PLAN WAS ADOPTED BY THE BOARD OF DIRECTORS OF THE CASE OR BY THE FOREIGN BUSINESS CORPORATION FOR EACH OF THE FOREIGN BUSINESS CORPORATIONS PARTY TO THE MERGER IN ACCORDANCE WITH THE LAWS OF THE JURISDICTION IN WHICH IT IS INCORPORATED.~~

Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A, attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 30th day of July, 1993.

Turtle Beach Systems, Inc.

 (Name of Corporation)
 BY: R. G. Smith

 (Signature)

TITLE: PRESIDENT

Integrated Acquisition Corporation

 (Name of Corporation)
 BY: Edward H. Arnold

 (Signature)

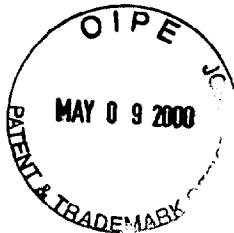
TITLE: President

MERGER OF TURTLE BEACH SYSTEMS, INC.
(the "Company")

with

INTEGRATED ACQUISITION CORPORATION
(the "Sub")
a wholly-owned subsidiary of

INTEGRATED CIRCUIT SYSTEMS, INC.
(the "Parent")



Tab

I. Pre-Closing Documents

- | | | |
|----|---|---|
| A. | Agreement in Principle between the Parent and the Company dated May 18, 1993. | 1 |
| B. | Current Report on Form 8-K filed by Parent with the Securities and Exchange Commission (the "Commission") and the National Association of Securities Dealers, Inc., dated May 18, 1993. | 2 |
| C. | Press releases dated May 19, 1993 regarding the proposed merger of the Company with the Sub (the "Merger"). | 3 |

II. Correspondence with the Commission

- | | | |
|----|--|---|
| A. | Letter dated April 6, 1993 from the Parent to the Commission setting forth certain information regarding the pooling of interests accounting treatment for the proposed Merger sent under cover of letter dated April 7, 1993 from McCausland, Keen & Buckman. | 4 |
| B. | Letter dated April 14, 1993 from the Parent to the Commission, responding to certain comments from the Commission regarding the pooling of interests accounting treatment of the Merger. | 5 |
| C. | Letter dated July 21, 1993 from the Parent to the Commission setting forth certain additional information regarding the pooling of interests accounting treatment of the Merger, together with letter dated July 19, 1993 from the Company to the Parent. | 6 |

TRADEMARK

REEL: 002075 FRAME: 0542

III. The Closing.

- A. Closing Memorandum dated July 30, 1993. 7
- B. Delivered by or on behalf of the Company:
1. Good Standing Certificate for the Company from the Secretary of the Commonwealth of Pennsylvania. 8
 2. Officers' Certificate of the Company, pursuant to Section 7.2(c) of the Agreement and Plan of Reorganization ("Plan of Reorganization"), dated July 30, 1993, by and among Parent, Sub, the Company, Roy R. Smith, II, Robert W. Hoke and NEPA Venture Fund, L.P. ("NEPA"). 9
 3. Officers' Certificate of the Company, pursuant to the Plan of Reorganization. 10
 4. Secretary's Certificate of the Company, and all attachments thereto. 11
 5. Certificate of Incumbency of the officers of the Company. 12
 6. Results of UCC, tax lien & judgment searches in the Commonwealth of Pennsylvania and York County. 13
 7. List of optionees holding outstanding options to acquire shares of the Company's Common Stock and the number of shares issuable upon exercise. 14
 8. Cancelled 8% Subordinated Notes of the Company payable to NEPA in the aggregate amount of \$475,000. 15
 9. Cancelled Promissory Notes of the Company payable to NEPA in the aggregate amount of \$125,000. 16
- C. Delivered by or on behalf of Parent:
1. Good Standing Certificate for Parent from the Commonwealth of Pennsylvania. 17
 2. Officers' Certificate of Parent, pursuant to Section 7.1(c) of the Plan of Reorganization. 18

3.	Certificate of Incumbency of the officers of Parent.	19
4.	Secretary's Certificate of Parent, and all attachments thereto.	20
5.	Waiver of Mellon Bank.	21
6.	Order from Parent to the Transfer Agent to issue, countersign and register the Shares to be issued by Parent to the Company's shareholders and NEPA in the names and denominations set forth therein.	22
D.	Parent delivered to NEPA:	
1.	Check in the aggregate amount of \$198,266.67 payable to NEPA.	23
E.	Delivered by or on behalf of Sub:	
1.	Officer's Certificate of Sub pursuant to Section 7.1(c) of the Plan of Reorganization.	24
2.	Secretary's Certificate of Sub, and all attachments thereto.	25
F.	Delivered by Parent and/or Sub and the Company:	
1.	The Plan of Reorganization.	26
2.	The Agreement and Plan of Merger (the "Merger Agreement") executed and delivered by Sub and the Company.	27
3.	Affiliate's Agreements executed by Parent, the Company and each of Roy R. Smith, II, Robert W. Hoke, NEPA, Robin Weber, Dale Smith, Jr., Frederick J. Beste, III, and Paul Bender, the affiliates of the Company.	28
4.	Affiliate's Agreements executed and delivered by Parent, the Company and each of Edward H. Arnold, Howard L. Morgan, Henry I. Boreen, Rudolf Gassner, Keith D. Schneck, Jere W. Hohmann, James E. Donaghy, Mark R. Guidry, Carolyn C. Guidry and Richard Miller, the affiliates of Parent.	29

5.	Key Employee Agreements executed by Parent, Sub and each of Roy R. Smith, II, Robert W. Hoke, Theodore A. Hermanson, Jeffrey B. Klinedinst, Paul L. Bender, Carson H. Zirkle and Curtis Crowe.	30
6.	The Escrow Agreement executed by Parent, the Company, the Company Representative, the Company shareholders and Mellon Bank, as escrow agent.	31
7.	Registration Rights Agreement executed by Parent, NEPA, Roy R. Smith, II and Robert W. Hoke.	32
8.	Exchange Ratio Certificate.	33
9.	Articles of Merger, filed by the Company and Sub pursuant to Section 1927 of the Pennsylvania Business Corporation Law of 1988, as amended.	34
G.	Delivered by McCausland, Keen & Buckman:	
1.	Opinion of McCausland, Keen & Buckman, pursuant to Section 8.1(f) of the Plan of Reorganization.	35
H.	Delivered by Countess Gilbert Andrews:	
1.	Opinion of Countess Gilbert Andrews, pursuant to Section 8.2(f) of the Plan of Reorganization.	36
2.	Tax opinion of Countess Gilbert Andrews, pursuant to Section 8.1(i) of the Plan of Reorganization.	37
I.	Delivered by KPMG Peat Marwick:	
1.	Opinion of KPMG, pursuant to Section 8.3(d) of the Plan of Reorganization.	38
J.	Delivered by NEPA and Parent:	
1.	Agreement and Cross Receipt pursuant to Section 3.1(v) of the Plan of Reorganization.	39

III. Post-Closing Documents

A. Forms filed with the Commission and/or NASDAQ:

1. Current Report on Form 8-K filed by Parent with the Commission and the National Association of Securities Dealers, Inc., dated July 30, 1993. 40

B. Press Release

1. Press release dated July 30, 1993 regarding the consummation of the Merger. 41

C. Instruction Letter to the Company's Shareholders

1. Letter of instruction to the former shareholders of the Company from Parent, dated August 2, 1993, regarding surrender of their Certificates in exchange for shares of the Company's Common Stock. 42



INTEGRATED ACQUISITION CORPORATION

SECRETARY'S CERTIFICATE

THE UNDERSIGNED, Keith D. Schneck, Corporate Secretary of Integrated Acquisition Corporation, a Pennsylvania corporation ("Sub"), does hereby certify on behalf of Sub as follows:

1. Attached hereto as Exhibit A is a true and complete copy of the Articles of Incorporation and all amendments thereto of Sub delivered to date, as certified by the Secretary of the Commonwealth of Pennsylvania, are in full force and effect as of the date hereof.
2. Attached hereto as Exhibit B is a true and complete copy of the Bylaws of Sub as in effect on the date hereof.
3. Attached hereto as Exhibit C are true and complete copies of resolutions adopted by the Board of Directors and the Sole Shareholder of Sub at a joint meeting of the Board of Directors and the Sole Shareholder held on July 12, 1993. Such resolutions are now in full force and effect and have not been modified, amended or revoked. Such resolutions are the only resolutions adopted by the Sub's Board of Directors and Sole Shareholder relating to the Merger of the Company with Sub, with the Company surviving the Merger, pursuant to the Agreement and Plan of Reorganization, dated July , 1993, by and among the Company, Integrated Circuit Systems, Inc., Sub, the Shareholders of the Company and NEPA Venture Fund, L.P. (the "Plan of Reorganization").

Terms not otherwise defined herein shall have the meanings ascribed to them in the Plan of Reorganization.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate as of the 30th day of July, 1993.



Keith D. Schneck, Corporate Secretary