

MKD 8/30

09-05-2000

FORM PTO-1594 (modified)

RECORDATION FORM (TRADEMARK)



COMMERCE

(Rev. 6-93)

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

101448426

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Nobell International, Inc. Individual(s) citizenship: Association General Partnership of: Limited Partnership of: X Corporation-State: Virginia Other: Additional name(s) of conveying party(ies) attached? Yes or No? No

2. Name and address of receiving party(ies): Name: Icode, Inc. Internal Address: Building 206 Street Address: 7406 Alban Station Road City, State: ZIP: Springfield, VA 22150 Individual(s) citizenship: Association General Partnership of: Limited Partnership of: X Corporation-State: Delaware Other:

3. Nature of conveyance: Assignment X Merger Security Agreement Change of Name Other: Execution Date: July 1, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes or No? No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? Yes or No? No

4. A. Trademark Application No.(s) 75/356,164 75/356,162 75/356,167 75/356,161 75/356,163

B. Trademark Registration No.(s) 1,925,286

Additional numbers attached? Yes or No? No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Piper Marbury Rudnick & Wolfe LLP Attn: Cynthia Nicholson Internal Address: Street Address: 1200 Nineteenth Street, N.W. City: Washington, D.C. ZIP: 20036

6. Total number of applications and registrations involved: 6 7. Total fee (37 C.F.R. § 3.41). \$ 165.00 X Enclosed X Additional fees authorized to be charged to deposit account

8. Deposit account number: 501150 (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. Signature: Cynthia K. Nicholson Date: Aug. 29, 2000 Name of Person Signing: Cynthia K. Nicholson Total no. of pages incl. cover sheets, attachments, and document: 4.

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

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:

"NOBELL INTERNATIONAL, INC.", A VIRGINIA CORPORATION, WITH AND INTO "ICODE, INC." UNDER THE NAME OF "ICODE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1998, AT 10 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2897750 8100M

981253895

AUTHENTICATION: 9170992

DATE: 06-30-98

TRADEMARK
REEL: 002128 FRAME: 0827

**CERTIFICATE OF MERGER
MERCING
NOBELL INTERNATIONAL, INC. (A VIRGINIA CORPORATION)
INTO
ICODE, INC. (A DELAWARE CORPORATION)**

**Pursuant to Section 252(c) of the
General Corporation Law of the State of Delaware**

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That Nobell International, Inc., a corporation organized and existing under the laws of the Commonwealth of Virginia (the "*Merging Corporation*"), and Icode, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Surviving Corporation*"), agree that the Merging Corporation shall be merged with and into the Surviving Corporation.

SECOND: That the terms and conditions of the merger (the "*Merger*") and the mode of carrying the same into effect are as set forth in that certain Agreement and Plan of Merger (the "*Merger Agreement*"), which was approved, adopted, certified, executed and acknowledged by both the Merging Corporation and the Surviving Corporation in accordance with, and pursuant to, the provisions of Section 252(c) of the State of Delaware General Corporation Law.

THIRD: That the name of the surviving corporation of the Merger is Icode, Inc., a Delaware corporation, which shall continue to be named "Icode, Inc." after the date on which the Merger becomes effective.

FOURTH: That the certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of the corporation surviving the Merger.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, and the address of such principal place of business is 7406 Alban Station Road, Building 206, Springfield, Virginia 22150.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and at no cost, to any stockholder of the Merging Corporation or the Surviving Corporation.

SEVENTH: The total number of shares of stock that the Merging Corporation has authority to issue is 1,000,000 shares of common stock, par value one dollar (\$1.00) per share.

IN WITNESS WHEREOF, Icode, Inc., a Delaware corporation, the surviving corporation to the Merger, has caused this Certificate of Merger to be signed in its corporate name and on its behalf by its Vice President and Secretary all as of the 19th day of May, 1998.

ICODE, INC.
A DELAWARE CORPORATION (THE SURVIVING CORPORATION)

By: Ali Jani
Ali Jani
Vice President and Secretary

THE UNDERSIGNED, Vice President and Secretary of Icode, Inc., a Delaware Corporation, who executed on behalf of said corporation the foregoing Certificate of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Certificate of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

By: Ali Jani
Ali Jani

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:

"NOBELL INTERNATIONAL, INC.", A VIRGINIA CORPORATION, WITH AND INTO "ICODE, INC." UNDER THE NAME OF "ICODE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1998, AT 10 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2897750 8100M

981253895

AUTHENTICATION: 9170992

DATE: 06-30-98

TRADEMARK
REEL: 002128 FRAME: 0830

**CERTIFICATE OF MERGER
MORGING
NOBELL INTERNATIONAL, INC. (A VIRGINIA CORPORATION)
INTO
ICODE, INC. (A DELAWARE CORPORATION)**

Pursuant to Section 252(c) of the
General Corporation Law of the State of Delaware

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That Nobell International, Inc., a corporation organized and existing under the laws of the Commonwealth of Virginia (the "*Merging Corporation*"), and Icode, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Surviving Corporation*"), agree that the Merging Corporation shall be merged with and into the Surviving Corporation.

SECOND: That the terms and conditions of the merger (the "*Merger*") and the mode of carrying the same into effect are as set forth in that certain Agreement and Plan of Merger (the "*Merger Agreement*"), which was approved, adopted, certified, executed and acknowledged by both the Merging Corporation and the Surviving Corporation in accordance with, and pursuant to, the provisions of Section 252(c) of the State of Delaware General Corporation Law.

THIRD: That the name of the surviving corporation of the Merger is Icode, Inc., a Delaware corporation, which shall continue to be named "Icode, Inc." after the date on which the Merger becomes effective.

FOURTH: That the certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of the corporation surviving the Merger.


FIFTH: That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, and the address of such principal place of business is 7406 Alban Station Road, Building 206, Springfield, Virginia 22150.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and at no cost, to any stockholder of the Merging Corporation or the Surviving Corporation.

SEVENTH: The total number of shares of stock that the Merging Corporation has authority to issue is 1,000,000 shares of common stock, par value one dollar (\$1.00) per share.

IN WITNESS WHEREOF, Icode, Inc., a Delaware corporation, the surviving corporation to the Merger, has caused this Certificate of Merger to be signed in its corporate name and on its behalf by its Vice President and Secretary all as of the 19th day of May, 1998.

ICODE, INC.
A DELAWARE CORPORATION (THE SURVIVING CORPORATION)

By: 
Ali Jani
Vice President and Secretary

THE UNDERSIGNED, Vice President and Secretary of Icode, Inc., a Delaware Corporation, who executed on behalf of said corporation the foregoing Certificate of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Certificate of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

By: 
Ali Jani

- 2 -

WASH01A:127441:1:05/18/98
Z7866-1