



8-31-00

101465098

TO THE ASSISTANT COMMISSIONER OF PATL

Attached original documents or copy thereof

1. Name of conveying party(ies): (If multiple assignors, list numerically)

CASI-RUSCO, INC.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State FLORIDA
- Other:

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

2. Name and address of receiving party(ies):

Name: SLC TECHNOLOGIES, INC.
Internal Address:
Street Address: 12345 Southwest Levcton Drive
City: Tualatin **State:** Oregon **ZIP:** 97062

- Individual
- 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) and address(es) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) December 19, 1997

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

- a. Trademark Application No(s):
- b. Trademark Registration No(s):
1,139,173; 1,363,808 and 2,154,602

Additional numbers attached? Yes No

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

Name: John M. Carson
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660
Attorney's Docket No.: RUSCO.09T/000GEN/092T

7. Total fee (37 CFR 3.41): \$90

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 3

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 M. Carson
Name of Person Signing

Signature

Date

8/31/00

Total number of pages including cover sheet, attachments and document: 8

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State PAGE 1

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:

"CASI-RUSCO, INC." A FLORIDA CORPORATION, WITH AND INTO "SLC TECHNOLOGIES, INC." UNDER THE NAME OF "SLC TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1997, AT 9 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

2328070 8100M

971447611

AUTHENTICATION: 8838612

DATE: 12-29-97

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 12/24/1997
 971447611 - 2328070

CERTIFICATE OF OWNERSHIP AND MERGER

OF

CASI-RUSCO, INC.
 (a Florida corporation)

INTO

SLC TECHNOLOGIES, INC.
 (a Delaware corporation)

It is hereby certified that:

1. SLC TECHNOLOGIES, INC., (a Delaware corporation) (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of stock of CASI-RUSCO, INC., which is a business corporation of the State of Florida.

3. The laws of the jurisdiction of organization of CASI-RUSCO, INC., a Florida corporation, permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges CASI-RUSCO, INC. into the Corporation.

5. The following is a copy of the resolutions adopted on December 17, 1997 by the Board of Directors of the Corporation to merge the said CASI-RUSCO, INC. into the Corporation:

RESOLVED, that the Plan of Merger (attached as Exhibit A), merging CASI-RUSCO, INC., a Florida corporation, with and into this Corporation, to be effective as of the close of business on December 31, 1997 is hereby approved; and

FURTHER RESOLVED, that upon consummation of the merger pursuant to the Plan of Merger, this Corporation, as the surviving corporation, assume all the obligations and liabilities of CASI-RUSCO, INC. and

FURTHER RESOLVED, that each of the President and any Vice President of this Corporation is directed to make and execute a Certificate of Ownership and Merger merging CASI-RUSCO, INC. into this corporation, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever whether within or without the State of Delaware, which may be necessary or proper to effect said merger; and

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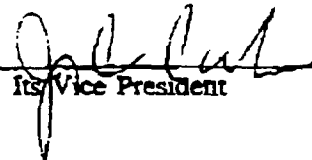
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FURTHER RESOLVED, that each of the President and any Vice President of this Corporation is authorized and directed to make and execute Articles of Merger and to cause such Articles to be filed with the Secretary of State of Oregon and to do all acts and things whatsoever, whether within or without the State of Oregon which may be necessary or proper to effect such merger; and

FURTHER RESOLVED that each of the President and any Vice President of this Corporation is hereby authorized and directed to take whatever action and to execute and deliver such documents and instruments as he or she may deem to be necessary or desirable to consummate and carry out the foregoing resolutions.

Executed on *December 19, 1997.*

SLC TECHNOLOGIES, INC.
(a Delaware Corporation)

By: 
Its Vice President

08 16 00 16:11 FAX 215 563 1493

08 16 00 16:11 FAX 215 563 1493

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

10

SLC TECHNOLOGIES, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE 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.

B
ENTITY NUMBER: 2800201

MICROFILM NUMBER: 09950

0173-0173

CSC
COUNTERTRADEMARK
REEL: 002142 FRAME: 0183

JUL 02 1999

Microfilm Number 9950-173

Filed with the Department of State on

Kim Fitzgerald
Secretary of the Commonwealth

Entity Number 2800201

**STATEMENT OF MERGER, CONSOLIDATION OR DIVISION
QUALIFIED FOREIGN CORPORATION**
DSCB:15-4127/0127 (Nov 90)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S (relating to corporations and unincorporated associations), the undersigned corporation, which is the corporation surviving or a new corporation resulting from a statutory merger, consolidation or division to which a qualified foreign corporation was a nonsurviving party, hereby states that:

1. The nonsurviving qualified foreign corporation(s) which was a party (were parties) to the statutory merger, consolidation or division is (are):

Name	Jurisdiction	Date Certificate of Authority was filed in Pa.
Casi-Rusco, Inc.	FL	5/6/88

2. The corporate existence of the corporation(s) named in the foregoing paragraph has (have) been terminated by (Check one of the following):

- Merger
- Consolidation
- Division

3. (Strike out this paragraph if the transaction was a merger and the surviving corporation is a qualified foreign business corporation). Attached hereto and made a part hereto as Exhibit A is a completed form DSCB:15-4124/0124 (Application for a Certificate of Authority-Foreign Corporation) with respect to each foreign corporation resulting from or surviving the merger, consolidation or division.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Statement of Merger, Consolidation or Division to be signed by a duly authorized officer thereof this 16th day of June, 1999.

SLC Technologies, Inc.

 (Name of Surviving Corporation)
 BY: *James C. [Signature]*

 (Signature)
 TITLE Vice President

JUL -2 99
PA Dept of State

Exhibit A

PLAN OF COMPLETE LIQUIDATION BY MERGER

of

CASI-RUSCO, INC.

into

SLC TECHNOLOGIES, INC.

THIS IS A PLAN OF COMPLETE LIQUIDATION BY MERGER (the "Plan of Merger") of CASI-RUSCO, INC., a Florida corporation adopted pursuant to Section 332 of the Internal Revenue Code of 1986, as amended, the provisions of the Florida General Corporation Act and Section 275 of the Delaware General Corporation Law. The Plan was approved on December 19, 1997 by SLC TECHNOLOGIES, INC., a business corporation incorporated under the laws of the State of Delaware and by resolution adopted by its Board of Directors on said date.

1. SLC TECHNOLOGIES, INC., a Delaware corporation, owns all of the outstanding stock of CASI-RUSCO, INC. CASI-RUSCO, INC shall, pursuant to the provisions of the Florida General Corporation Act and pursuant to the provisions of the Delaware General Corporation Law, be merged into SLC TECHNOLOGIES, INC., which shall be the surviving corporation upon the effective date of the merger in the state of Delaware, and which is sometimes hereinafter referred to as the "parent corporation", and which shall continue to exist as said surviving corporation pursuant to the provisions of the Delaware General Corporation Law. The separate existence of CASI-RUSCO, INC., which is a wholly-owned subsidiary of SLC TECHNOLOGIES, INC., and which is sometimes hereinafter referred to as the "subsidiary corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Florida General Corporation Act and the parent corporation shall assume all of the liabilities of the subsidiary corporation.

2. The Articles of Incorporation of the parent corporation upon the effective date of the merger in the State of Delaware shall be the Articles of Incorporation of said parent corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

3. The issued shares of the subsidiary corporation shall not be converted or exchanged in any manner inasmuch as the parent corporation presently owns all of the outstanding shares of said subsidiary corporation and will continue to own said shares prior to the adoption of this Plan of Merger and prior to the effective date thereof. Each of the issued shares of the

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subsidiary corporation shall be surrendered and extinguished upon the effective date of the merger in the jurisdiction of its organization. The issued shares of the parent corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger in the State of Florida shall continue to represent one issued share of the parent corporation.

4. This Plan of Merger having been duly approved and adopted on behalf of the parent corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and the merger of the subsidiary corporation into the parent corporation having been fully authorized in accordance with the provisions of said General Corporation Law of the State of Delaware, and, this Plan of Merger having been fully approved on behalf of the subsidiary corporation in the manner prescribed by the provisions of the Florida General Corporation Act, the parent corporation and the subsidiary corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document prescribed by the laws of the State of Delaware and the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

5. Any officer of the parent corporation and any officer of the subsidiary corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the General Corporation Law of the State of Delaware and the Board of Directors and the proper officers of the parent corporation and of the subsidiary corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger therein provided for.

6. Notwithstanding the full approved and adoption of this Plan of Merger upon behalf of the parent corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and the full authorization of the merger in accordance therewith, and notwithstanding the full approval of this Plan of Merger upon behalf of the subsidiary corporation in accordance with the provisions of the Florida General Corporation Act, this Plan of Merger may be terminated at any time prior to the effective date of this Plan of Merger.

7. The effective date of this Plan of Merger and of the merger therein provided for shall be, insofar as the provisions of the General Corporation Law of the State of Delaware shall govern, as of the close of business on the date of filing.