

09-25-2000

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TRADEMARKS ONLY

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

<p>1. Name of conveying party:          Dynojet Acquisition Company          200 Arden Drive          Belgrade, Montana 59714  <input checked="" type="checkbox"/> Corporation of Delaware</p>	<p>2. Name and address of receiving party:          Dynojet Research, Inc.          219 Mendenhall Drive          Las Vegas, Nevada 89031  <input checked="" type="checkbox"/> Corporation of Delaware</p>
<p>3. Nature of conveyance: Merger          Execution Date: August 18, 2000</p>	<p>4. Trademark Registration/Application Nos.:          1,614,772; 2,008,258; 2,171,725; 2,225,763;          2,225,771; 2,225,787; 2,308,928; 76/006,680</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:          Kristen E. Mollnow, Esq.          Nixon Peabody LLP          Clinton Square, P.O. Box 1051          Rochester, New York 14603</p>	<p>6. Total number of Registrations/Applications involved: 8</p>
<p>7. Total fee (37 CFR 3.41) \$215  <input checked="" type="checkbox"/> \$215 Check is enclosed.</p>	<p>8. Deposit Account Number: 14-1138  <input checked="" type="checkbox"/> Charge any additional fees to account.</p>
<p>DO NOT USE THIS SPACE</p>	

To the best of my knowledge and belief, the foregoing information is true and correct and the attached copy is a true and correct copy of the original document.

Kristen E. Mollnow  
Kristen E. Mollnow, Esq.

September 6, 2000  
Date

[Total number of pages including Cover Sheet and Certificate of Merger: 6 ]

09/22/2000 DNGUYEN 00000333 1614772

01 FC:481  
02 FC:482

40.00 OP  
175.00 OP

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 MERGER, WHICH MERGES:

"DRI HOLDINGS, INC.", A DELAWARE CORPORATION,  
"DYNOJET ACQUISITION COMPANY", A DELAWARE CORPORATION,  
WITH AND INTO "DYNOJET RESEARCH, INC." UNDER THE NAME OF "DYNOJET RESEARCH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF AUGUST, A.D. 2000, AT 4 O'CLOCK P.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

2598696 8100M

AUTHENTICATION: 0628839

001420741

DATE: 08-18-00

TRADEMARK  
REEL: 002146 FRAME: 0187

**CERTIFICATE OF MERGER  
 OF  
 DYNOJET ACQUISITION COMPANY  
 AND  
 DRI HOLDINGS, INC.  
 INTO  
 DYNOJET RESEARCH, INC.**

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1. The name and state of incorporation of each of the constituent corporations of the merger (the "Merger") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Dynojet Research, Inc.	Delaware
DRI Holdings, Inc.	Delaware
Dynojet Acquisition Company	Delaware

2. An Agreement and Plan of Merger, dated as of August 18, 2000, by and among Dynojet Research, Inc., a Delaware corporation (the "Surviving Corporation"), DRI Holdings, Inc., a Delaware corporation, and Dynojet Acquisition Company, a Delaware corporation, (collectively, the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation following the Merger is Dynojet Research, Inc., a Delaware corporation (the "Surviving Corporation").

4. The certificate of incorporation of the Surviving Corporation shall be amended to read in its entirety as set forth in Appendix I attached hereto and made a part hereof.

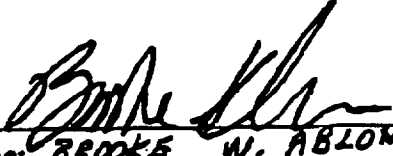
5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, located at 219 Mendenhall Drive, Las Vegas, NV 89031.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. This Certificate of Merger shall be effective as of the filing hereof.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed as of the 18<sup>th</sup> day of August, 2000.

DYNOJET RESEARCH, INC.

By:   
Name: BROOKS W. ABLOM  
Title: PRESIDENT

**Appendix 1**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**DYNOJET RESEARCH, INC.**  
**A STOCK CORPORATION**

**FIRST:** The name of the corporation (the "Corporation") is:

Dynojet Research, Inc.

**SECOND:** The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value of \$.01 per share.

**FIFTH:** Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the Corporation.

**SIXTH:** To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.