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10-16-2000

HEET

FORM PTO-1594  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)



U.S. DEPARTMENT OF  
COMMERCE  
Patent and Trademark Office

SEP 20

101487647

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

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|---|--|
| <p>1. Name of conveying party(ies):<br/>Bitstream, Inc.</p> <p><input type="checkbox"/> individual(s)                      <input type="checkbox"/> Association<br/> <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership<br/> <input checked="" type="checkbox"/> Corporation-State Massachusetts<br/> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input checked="" type="checkbox"/> Merger<br/> <input type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name<br/> <input type="checkbox"/> Other _____</p> <p>Execution Date: May 21, 1996</p> | <p>2. Name and address of receiving party(ies)</p> <p>Name: Bitstream, Inc.<br/> Internal Address: Athenaeum House<br/> Street Address: 215 First Street<br/> Cambridge, Massachusetts 02142</p> <p><input type="checkbox"/> Individual(s) citizenship _____<br/> <input type="checkbox"/> Association _____<br/> <input type="checkbox"/> General Partnership _____<br/> <input type="checkbox"/> Limited Partnership _____<br/> <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u><br/> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input type="checkbox"/> no<br/> (Designations must be a separate document from assignment)<br/> Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> |
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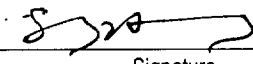
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| <p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> | <p>B. Trademark Registration No.(s)<br/>1,855,552</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> |
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| <p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Steven J. Henry<br/> Address: WOLF, GREENFIELD &amp; SACKS, P.C.<br/> Federal Reserve Plaza<br/> 600 Atlantic Avenue<br/> Boston, MA 02210</p> | <p>6. Total number of applications and registrations involved:..... [ 1 ]</p> <p>7. Total fee (37 CFR 3.41).....\$ 40.00<br/> <input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account<br/> The Commissioner is authorized to charge:</p> <p>8. Deposit Account No: 23/2825</p> |
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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.

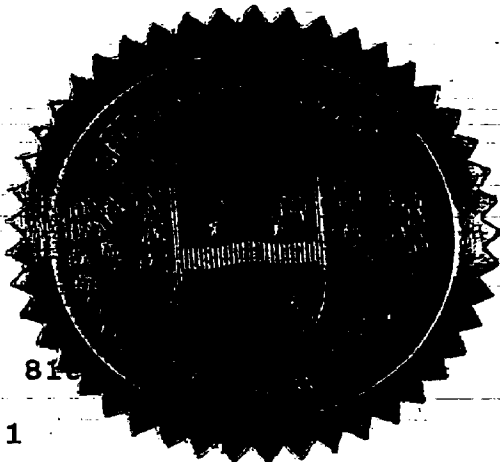
Steven J. Henry \_\_\_\_\_  \_\_\_\_\_ Date 9/27/00

Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: [ 3 ]

Mail documents to be recorded with required cover sheet information to:  
Box Assignment, Commissioner of Patents and Trademarks, Washington, DC 20231

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:  
"BITSTREAM INC.", A MASSACHUSETTS CORPORATION,  
WITH AND INTO "BITSTREAM INC." UNDER THE NAME OF "BITSTREAM INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF MAY, A.D. 1996, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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991031171

AUTHENTICATION: 9541053

DATE: 01-26-99

TRADEMARK

REEL: 002155 FRAME: 0670

CERTIFICATE OF OWNERSHIP AND MERGER

OF

BITSTREAM INC.  
a Massachusetts corporation

INTO

BITSTREAM INC.  
a Delaware corporation

Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware

BITSTREAM INC., a corporation organized and existing under the laws of the Commonwealth of Massachusetts.

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the Massachusetts General Laws, on the 7th day of December, 1981.

SECOND: That it owns all of the issued and outstanding shares of the capital stock of Bitstream Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware, on the 15th day of April, 1996.

THIRD: That its Board of Directors at a meeting held by telephonic conference on the 17th day of April, 1996, determined to merge the corporation with and into the corporation's wholly-owned subsidiary Bitstream Inc., a Delaware corporation, and did adopt the following resolutions in accordance therewith:

"RESOLVED, that the Board of Directors of Bitstream Inc., a Massachusetts corporation (the "Company"), deems it to be desirable and in the best interests of the Company and its shareholders that the Company enter into a certain Agreement and Plan of Merger (the "Merger Agreement"), with Bitstream Inc., a newly formed Delaware corporation which is a wholly-owned subsidiary of the Company (the "Subsidiary"), pursuant to which

the Company shall be merged with and into the Subsidiary, the separate existence of the Company shall cease, and the Subsidiary, as the surviving corporation (the "Surviving Corporation") from such merger (the "Merger"), shall continue its corporate existence under the laws of the State of Delaware under the name of "Bitstream Inc." or another name similar thereto; and be it further

RESOLVED, that the Merger Agreement shall provide that the terms and conditions of the Merger shall be as follows:

(i) Each share of the common stock of the Subsidiary, par value \$.01 per share, shall, by virtue of the Merger and on the effective date of the Merger, be cancelled and retired.

(ii) Each share of Class A Preferred Stock of the Company, par value \$.01 per share, issued and outstanding as of the effective date of the Merger (other than (a) shares of Class A Preferred Stock issued and held in the treasury of the Company, and (b) shares of Class A Preferred Stock owned by stockholders of the Company who demand appraisal of their shares in accordance with Sections 86 through 98 of Chapter 156B of the Massachusetts General Laws (the "MGL") and whose right to payment pursuant to the appraisal proceedings does not cease as provided in said Sections), by virtue of the Merger and on the effective date of the Merger, shall become and be converted into (without any action on the part of the holder thereof) two-thirds ( $\frac{2}{3}$ 's) of one share of fully paid and nonassessable Class A Preferred Stock of the Surviving Corporation, par value \$.01 per share, which shares shall be the only shares of Class A Preferred Stock of the Surviving Corporation issued and outstanding as of the effective date of the Merger. Each share of Class B Preferred Stock of the Company, par value \$.01 per share, issued and outstanding as of the effective date of the Merger (other than (a) shares of Class B Preferred Stock issued and held in the treasury of the Company, and (b) shares of Class B Preferred Stock owned by stockholders of the Company who demand appraisal of their shares in accordance with Sections 86 through 98 of Chapter 156B of the MGL and whose right to payment pursuant to the appraisal proceedings does not cease as provided in said Sections), by virtue of the Merger and on the effective date of the Merger, shall become and be converted into (without any action on the part of the holder thereof) two-thirds ( $\frac{2}{3}$ 's) of one share of fully paid and nonassessable shares of Class B Preferred Stock of the Surviving Corporation, par value \$.01 per share, which shares shall be the only shares of Class B Preferred Stock of the Surviving Corporation issued and outstanding as of the effective date of the Merger.

(iii) Each share of Class A Common Stock of the Company, par value \$.01 per share, issued and outstanding as of the effective date of the Merger (other than (a) shares of Class

A Common Stock issued and held in the treasury of the Company, and (b) shares of Class A Common Stock owned by stockholders of the Company who demand appraisal of their shares in accordance with Sections 86 through 98 of Chapter 156B of the MGL and whose right to payment pursuant to the appraisal proceedings does not cease as provided in said Sections), by virtue of the Merger and on the effective date of the Merger, shall become and be converted into (without any action on the part of the holder thereof) two-thirds ( $\frac{2}{3}$ 's) of one share of fully paid and nonassessable Class A Common Stock of the Surviving Corporation, par value \$.01 per share, which shares shall be the only shares of Class A Common Stock of the Surviving Corporation issued and outstanding as of the effective date of the Merger. Each share of Class B Common Stock of the Company, par value \$.01 per share, issued and outstanding as of the effective date of the Merger (other than (a) shares of Class B Common Stock issued and held in the treasury of the Company, and (b) shares of Class B Common Stock owned by stockholders of the Company who demand appraisal of their shares in accordance with Sections 86 through 98 of Chapter 156B of the MGL and whose right to payment pursuant to the appraisal proceedings does not cease as provided in said Sections), by virtue of the Merger and on the effective date of the Merger, shall become and be converted into (without any action on the part of the holder thereof) two-thirds ( $\frac{2}{3}$ 's) of one share of fully paid and nonassessable Class B Common Stock of the Surviving Corporation, par value \$.01 per share, which shares shall be the only shares of Class B Common Stock of the Surviving Corporation issued and outstanding as of the effective date of the Merger.

(iv) Each warrant, option or other right exercisable for or convertible into shares of Class A Preferred Stock of the Company, par value \$.01 per share (such warrants, options or other rights are collectively the "Class A Preferred Stock Options and Warrants"), which is issued and outstanding on the effective date of the Merger, by virtue of the Merger and on the effective date of the Merger, shall become and be converted into (without any action on the part of the holder thereof) a warrant, option or other right exercisable for or convertible into shares of Class A Preferred Stock of the Surviving Corporation, par value \$.01 per share, with the same terms and conditions as the Class A Preferred Stock Options and Warrants except that the exercise price and the number of shares issuable upon exercise thereof shall be multiplied and divided, respectively, by one and one-half (1.5). Each warrant, option or other right exercisable for or convertible into shares of Class B Preferred Stock of the Company, par value \$.01 per share (such warrants, options or other rights are collectively the "Class B Preferred Stock Options and Warrants"), which is issued and outstanding on the effective date of the Merger, by virtue of the Merger and on the effective date of the Merger, shall become and be converted into (without any action on the part of the holder thereof) a warrant,

option or other right exercisable for or convertible into shares of Class B Preferred Stock of the Surviving Corporation, par value \$.01 per share, with the same terms and conditions as the Class B Preferred Stock Options and Warrants except that the exercise price and the number of shares issuable upon exercise thereof shall be multiplied and divided, respectively, by one and one-half (1.5).

(v) Each warrant, option or other right exercisable for or convertible into shares of Class A Common Stock of the Company, par value \$.01 per share (such warrants, options or other rights are collectively the "Class A Common Stock Options and Warrants"), which is issued and outstanding on the effective date of the Merger, by virtue of the Merger and on the effective date of the Merger, shall become and be converted into (without any action on the part of the holder thereof) a warrant, option or other right exercisable for or convertible into shares of Class A Common Stock of the Surviving Corporation, par value \$.01 per share, with the same terms and conditions as the Class A Common Stock Options and Warrants except that the exercise price and the number of shares issuable upon exercise thereof shall be multiplied and divided, respectively, by one and one-half (1.5). Each warrant, option or other right exercisable for or convertible into shares of Class B Common Stock of the Company, par value \$.01 per share (such warrants, options or other rights are collectively the "Class B Common Stock Options and Warrants"), which is issued and outstanding on the effective date of the Merger, by virtue of the Merger and on the effective date of the Merger, shall become and be converted into (without any action on the part of the holder thereof) a warrant, option or other right exercisable for or convertible into shares of Class B Common Stock of the Surviving Corporation, par value \$.01 per share, with the same terms and conditions as the Class B Common Stock Options and Warrants except that the exercise price and the number of shares issuable upon exercise thereof shall be multiplied and divided, respectively, by one and one-half (1.5).

(vi) Each share of Class A Preferred Stock of the Company, par value \$.01 per share, and each share of Class B Preferred Stock of the Company, par value \$.01 per share, that shall be held by the Company in its treasury on the effective date of the Merger shall, by virtue of the Merger and on the effective date of the Merger, be cancelled and retired and cease to exist and all certificates representing such shares shall be immediately cancelled.

(vii) Each share of Class A Common Stock of the Company, par value \$.01 per share, and each share of Class B Common Stock of the Company, par value \$.01 per share, that shall be held by the Company in its treasury on the effective date of the Merger shall, by virtue of the Merger and on the effective date of the Merger, be cancelled and retired and cease to exist

and all certificates representing such shares shall be immediately cancelled.

RESOLVED, that the Chairman, the President, the Chief Financial Officer, any Vice-President, the Treasurer or the Clerk of the Company (collectively the "Executive Officers"), be, and each of them hereby is, authorized and empowered to execute and deliver the Merger Agreement on behalf of the Company in order to effectuate the Merger, such Merger Agreement to contain such terms and conditions as the officer executing the Merger Agreement on behalf of the Company may approve in his reasonable discretion; and be it further

RESOLVED, that the Executive Officers of the Company be, and each of them hereby is, authorized and empowered to execute and deliver, in the name and on behalf of the Company, and under its corporate seal, if necessary, any and all documents, instruments, certificates and agreements and to do and perform all acts and thing whatsoever within or without the State of Delaware and to make all such filings and all such payments, as may be necessary, appropriate or desirable to carry out the intent and purposes of the foregoing resolutions; and be it further

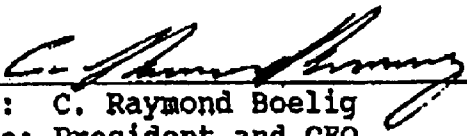
RESOLVED, that any acts of the Executive Officers of the Company or any persons designated and authorized to act by any Executive Officer of the Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted in all respects as acts taken in the name and on behalf of the Company.

FOURTH: That the merger has been approved by the affirmative vote of the holders of at least two-thirds ( $\frac{2}{3}$ 's) of the issued and outstanding shares of each class of capital stock of Bitstream Inc., a Massachusetts corporation, at a meeting of its stockholders duly called and held after twenty (20) days' notice of the purpose of the meeting had been mailed to each of its stockholders at its, his or her address as it appears on the records of the corporation.

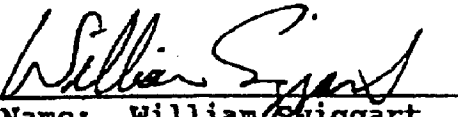
FIFTH: That the merger has been adopted, approved, certified, executed and acknowledged by Bitstream Inc., a Massachusetts corporation, in accordance with the Massachusetts General Laws.

IN WITNESS WHEREOF, Bitstream Inc., a Massachusetts corporation, has caused this certificate to be signed by C. Raymond Boelig, its President and CEO, and William Swiggart, its Clerk, this 15th day of May, 1996.

BITSTREAM INC.,  
a Massachusetts corporation

  
Name: C. Raymond Boelig  
Title: President and CEO

ATTEST:

  
Name: William Swiggart  
Title: Clerk