

11-02-2000



101503519

10.16.0

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
June 30 1998

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
June 30 1998

Formerly

2124642

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

11/01/2000 00000145 2024642

FC:481

40.00 OP

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,024,642"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Pamela B. Huff
Name of Person Signing

Pamela B. Huff
Signature

10-12-00
Date Signed



The State of Texas

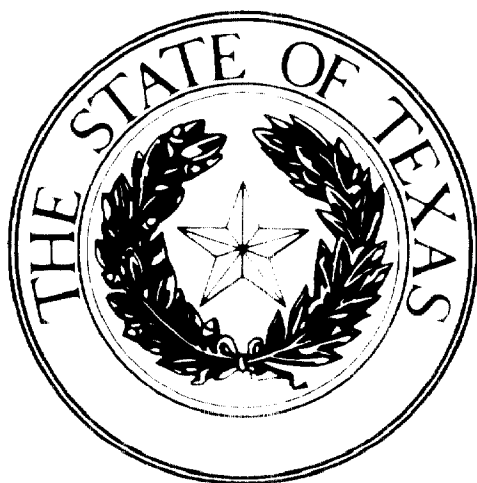
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the following described document on file in this office:

GPS TECHNOLOGY CORPORATION
FILE NO. 1007613-00

ARTICLES OF MERGER

JUNE 30, 1998



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 6, 2000.

Elton Bomer
Secretary of State DAE

TRADEMARK
REEL: 002166 FRAME: 0128

FILED
In the Office of the
Secretary of State of Texas

JUN 30 1998

CORPORATIONS SECTION

CERTIFICATE OF MERGER
MERGING
GPS TECHNOLOGY CORPORATION,
a Texas corporation

AND

TRUVUE CORPORATION,
a Texas corporation

WITH AND INTO

TOBIN INTERNATIONAL, LTD.,
a Texas limited partnership

Pursuant to Section 2.11 of the Texas Revised Limited Partnership Act, the undersigned corporations and limited partnership (each a "Constituent Entity" and together the "Constituent Entities") adopt the following Certificate of Merger for the purpose of merging them into one of such Constituent Entities:

1. The name and state of incorporation, formation or organization of each of the Constituent Entities is:
 - (a) GPS Technology Corporation, a Texas corporation ("GPS");
 - (b) TruVue Corporation, a Texas corporation ("TruVue"); and
 - (c) Tobin International, Ltd., a Texas limited partnership ("TIL").
2. A plan of merger (the "Plan of Merger") providing for the merger of each of GPS and TruVue with and into TIL has been duly approved by each of the Constituent Entities.
3. The name of the surviving Texas limited partnership is Tobin International, Ltd.
4. No amendments or changes to the Certificate of Limited Partnership of Tobin International, Ltd. are to be effected by the merger.
5. The Certificate of Limited Partnership of Tobin International, Ltd., as in effect on the date hereof, shall be the certificate of limited partnership of the surviving Constituent Entity.
6. The executed Plan of Merger is on file at the principal place of business of TIL at 114 Camp Street, San Antonio, Texas 78204. A copy of the Plan of Merger will be furnished on request and without cost to any shareholder or partner of any of the Constituent Entities.
7. A copy of the Plan of Merger was furnished to each partner of TIL, and each partner waived the requirement that a copy of the Plan of Merger be furnished at least twenty (20) days before the effective date of the merger. A copy of the Plan of Merger will be furnished on request and without cost to any shareholder or partner of any of the Constituent Entities.

8. As to each of the Constituent Entities, the Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which it was formed or organized and by its constituent documents.

9. TIL, as the surviving limited partnership in the merger, will be responsible for the payment of all fees and franchise taxes of each of the Constituent Entities and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

Dated: June 30, 1998

GPS TECHNOLOGY CORPORATION

By: *Thomas W. Neubert*
Title: EXECUTIVE VICE PRESIDENT

TRUVUE CORPORATION

By: *Thomas W. Neubert*
Title: EXECUTIVE VICE PRESIDENT

TOBIN INTERNATIONAL, LTD.

By: TOBIN HOLDINGS, INC.,
As General Partner

By: *Thomas W. Neubert*
Title: EXECUTIVE VICE PRESIDENT

FILED
In the Office of the
Secretary of State of Texas
JUN 30 1998
CORPORATIONS SECTION

ARTICLES OF MERGER
MERGING
GPS TECHNOLOGY CORPORATION,
a Texas corporation
AND
TRUVUE CORPORATION,
a Texas corporation
WITH AND INTO
TOBIN INTERNATIONAL, LTD.,
a Texas limited partnership

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned corporations and limited partnership (each a "Constituent Entity" and together the "Constituent Entities") adopt the following Articles of Merger for the purpose of merging them into one of such Constituent Entities:

1. The name and state of incorporation or organization of each of the Constituent Entities is:
 - (a) GPS Technology Corporation, a Texas corporation ("GPS");
 - (b) TruVue Corporation, a Texas corporation ("TruVue"); and
 - (c) Tobin International, Ltd., a Texas limited partnership ("TIL").
2. A plan of merger (the "Plan of Merger") providing for the merger of each of GPS and TruVue with and into TIL has been duly approved by each of the Constituent Entities.
3. The name of the surviving Texas limited partnership is Tobin International, Ltd.
4. No amendments or changes to the Certificate of Limited Partnership of Tobin International, Ltd. are to be effected by the merger.
5. The Certificate of Limited Partnership of Tobin International, Ltd., as in effect on the date hereof, shall be the certificate of limited partnership of the surviving limited partnership.
6. The executed Plan of Merger is on file at the principal place of business of TIL at 114 Camp Street, San Antonio, Texas 78204.
7. A copy of the Plan of Merger will be furnished by TIL on request and without cost to any shareholder or partner of any of the Constituent Entities.

8. As to each of the Constituent Entities that is a corporation, the number of shares outstanding, being the only outstanding capital stock of each such Constituent Entity entitled to vote on the Plan of Merger, are as follows:

<u>Name of Constituent Entity</u>	<u>Class or Series</u>	<u>Number of Shares Outstanding</u>
GPS	Series A Preferred Stock	51,304
	Series B Preferred Stock	310,661
TruVue	Common Stock	1,000,000

9. As to each of the Constituent Entities that is a corporation, the number of shares that voted for and against the Plan of Merger, respectively, are as follows:


<u>Name of Constituent Entity</u>	<u>Class or Series</u>	<u>Total Number of Shares Voted</u>	
		<u>For</u>	<u>Against</u>
GPS	Series A Preferred Stock	51,304	-0-
	Series B Preferred Stock	310,661	-0-
TruVue	Common Stock	1,000,000	-0-

10. As to each of the Constituent Entities, the Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which it was incorporated or organized and by its constituent documents.

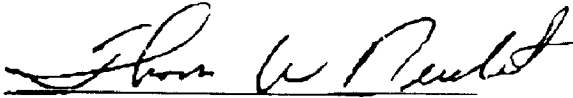
11. TIL, as the surviving limited partnership in the merger, will be responsible for the payment of all fees and franchise taxes of each of the Constituent Entities and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

Dated: June 30, 1998

GPS TECHNOLOGY CORPORATION

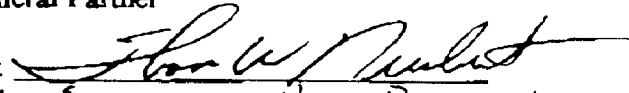
By: 
Title: EXECUTIVE VICE PRESIDENT

TRUVUE CORPORATION

By: 
Title: EXECUTIVE VICE PRESIDENT

TOBIN INTERNATIONAL, LTD.

By: TOBIN HOLDINGS, INC.,
as General Partner

By: 
Title: EXECUTIVE VICE PRESIDENT