

10-23-00

11-20-2000



OCT 23

To the Honorable Commissioner of Patents and Tradem:

1. Name of conveying party(ies):

Imatech Acquisition Corp.

- Individual(s)
- General Partnership
- Corporation -Delaware
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: June 30, 2000

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

A. Trademark Application No.(s)
75/923637 NETSIGHT; 75/527432 PCVISION; 75/912883 SHERLOCK; 75/656243 SMART SEARCH; 75/673038 VISIONVILLAGE

101521350

Name: Coreco Imaging, Inc.

Internal Address: _____

Street Address: 1209 Orange Street

City: Wilmington State: Delaware ZIP: 19801

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - 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) & address(es) attached? Yes No

B. Trademark registration No.(s)

2016365 CAMERA CONFIGURATOR; 1986604 ITEX; 2049539 ITEX-VIP; 2226897 MVTOOLS; 1442923 PCVISIONPLUS (STYLIZED); 2210079 PROPHECY; 2169005 SHERLOCKPRO; 1612746 VISIONBUS (STYLIZED); 1604428 VISIONPLUS-AT (STYLIZED); 2037551 VISUAL ITEX PROGRAMMER

Additional numbers attached? Yes No

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

Name: Charles E. Weinstein

Internal Address: Foley Hoag & Eliot LLP

Street Address: One Post Office Square

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 5 applications & 1⁰ registrations

7. Total fee (37 CFR 3.41): \$ 350.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1446

(Attach duplicate copy of this page if paying by deposit account)

11/16/2000 AHMED1 0000035 061446 75923637

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 350.00 CH

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.

Charles E. Weinstein
Name of Person Signing

Signature

October 23, 2000
Date

Total number of pages comprising cover sheet: 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CORECO IMAGING, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINTH DAY OF JUNE, A.D. 2000, AT 2:30 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "IMATECH ACQUISITION CORP." TO "CORECO IMAGING, INC.", FILED THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



3241926 8100H

001527957

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0744467

DATE: 10-19-00

TRADEMARK
REEL: 002179 FRAME: 0650

CERTIFICATE OF INCORPORATION
OF
IMATECH ACQUISITION CORP.

FIRST. The name of the corporation is Imatech Acquisition Corp.

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

THIRD. The nature of the business or purpose to be conducted 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 (the "Delaware Code"). The corporation shall possess and may exercise all the powers and privileges granted or available to it under any and all applicable statutory and common laws in effect from time to time.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is 3,000 shares of Common Stock with a \$.01 par value.

FIFTH. The corporation is to have perpetual existence.

SIXTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors of the corporation is expressly authorized to adopt, amend or repeal the By-Laws of the corporation.

B. Elections of directors need not be by written ballot unless the By-Laws of the corporation shall so provide.

SEVENTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the

application of trustee in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 or Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

EIGHTH. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware Code, as the same exists or hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the Delaware Code. Any repeal or modification of this paragraph by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

NINTH. The corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon a stockholder herein are granted subject to this reservation.

TENTH. The name and mailing address of the sole incorporator are as follows:

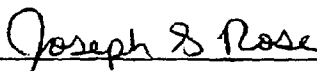
NAME

Joseph S. Rosen

MAILING ADDRESS

Goulston & Storrs, P.C.
400 Atlantic Avenue
Boston, MA 02110-3333

I, THE UNDERSIGNED, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Delaware Code, do make this Certificate, hereby declaring and certifying that this is my free act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 9th day of June, 2000.



Joseph S. Rosen, Sole Incorporator

CERTIFICATE OF OWNERSHIP AND MERGER
OF
IMAGING TECHNOLOGY INCORPORATED
(A MASSACHUSETTS CORPORATION)
INTO
IMATECH ACQUISITION CORP.
(A DELAWARE CORPORATION)

Imatech Acquisition Corp., a Delaware corporation, for the purpose of merging with Imaging Technology Incorporated, a Massachusetts corporation, pursuant to Section 253 of the Delaware General Corporation Law, hereby certifies that:

1. The name and jurisdiction of each of the constituent entities are:

<u>Name</u>	<u>Jurisdiction</u>
Imatech Acquisition Corp.	Delaware
Imaging Technology Incorporated	Massachusetts

3. The name of the surviving corporation is Imatech Acquisition Corp., an entity which is a Delaware corporation. Pursuant to Section 253(b) of the General Corporation Law, upon the effective time of the merger, the name of the corporation shall be changed to Cereco Imaging, Inc.

4. The Certificate of Incorporation of Imatech Acquisition Corp. shall be the Certificate of Incorporation of the surviving corporation.

5. This Certificate of Ownership and Merger shall be effective upon the filing of this Certificate of Ownership and Merger.

6. Attached hereto as Exhibit A is a copy of the resolutions of the Board of Directors of Imatech Acquisition Corp., adopted on June 30, 2000, approving the merger.

7. Imatech Acquisition Corp. hereby confirms that it owns at least 90% of the outstanding stock of Imaging Technology Incorporated.

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640000-001640-1

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 01:00 PM 06/30/2000
 001956019 - 3241926

IN WITNESS WHEREOF, Imatech Acquisition Corp. has caused this Certificate to be executed by its President this 24 day of June, 2000.

IMATECH ACQUISITION CORP.
(a Delaware Corporation)

By: [Signature]
Name: Gary Wagner
Title: President

082000-280040-1

Exhibit A**Board Resolutions**

RESOLVED: That Imaging Technology Incorporated, a wholly-owned subsidiary of the Corporation, merge with and into the Corporation (the "Merger"), and that upon the effective time of the Merger, the name of the Corporation shall be changed to Coreco Imaging, Inc.

RESOLVED: That the proper officers of this Corporation are hereby authorized and directed to deliver, file and/or record a Certificate of Merger with the Delaware Secretary of State and Articles of Merger with the Massachusetts Secretary of State and to make such other filings and take such other actions as they deem necessary or appropriate to consummate the Merger.

RESOLVED: That the Board of Directors intend that the Merger constitute a "complete liquidation" of Imaging Technology Incorporated within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended.

RESOLVED: That the proper officers of the Corporation be, and each of them hereby is, empowered, authorized and directed to do, or cause to be done, in the name and on behalf of the Corporation, any and all such acts and things and to execute, acknowledge, affix the corporate seal to and deliver any and all certificates, documents, instruments or other writings in such form and with such substance as such officer shall deem necessary to carry out, implement or comply with the foregoing resolutions, and that the doing of any such act or thing or the execution and delivery of any such instrument shall be conclusive evidence of such officer's authority therefore hereunder including, but not limited to, the execution and delivery of any document or instrument, in the name and on behalf of the Corporation and under its seal or otherwise, as such officer may deem necessary, proper or advisable in order to effectuate the purposes and to carry out the intent of the foregoing resolutions.

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