

12-05-2000

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Tab settings

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

1. Name of conveying party(ies):

Centurion International, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- 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: September 20, 2000

2. Name and address of receiving party(ies)

Name: Centurion Wireless Technologies, Inc

Internal Address: \_\_\_\_\_

Street Address: 3425 No. 44th ST.

City: Lincoln State: NE ZIP: 68504

- Individual(s) citizenship
- 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) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,744,357	1,395,543
2,099,411	2,236,484
2,110,279	1,875,083
1,723,470	1,904,907

Additional numbers attached?  Yes  No

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

Name: Denise C. Mazour, Esq.

Internal Address: \_\_\_\_\_

Commercial Federal Tower

Suite 1111

Street Address: 2120 So. 72nd St.

City: Omaha State: NE ZIP: 68124

6. Total number of applications and registrations involved: \_\_\_\_\_

8

7. Total fee (37 CFR 3.41).....\$ 215.00

Enclosed

Authorized to be charged to deposit account  
any deficiencies

8. Deposit account number:

26-0084

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

DO NOT USE THIS SPACE

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.

Denise C. Mazour

Name of Person Signing

Denise C. Mazour

Signature

11/10/00

Date

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

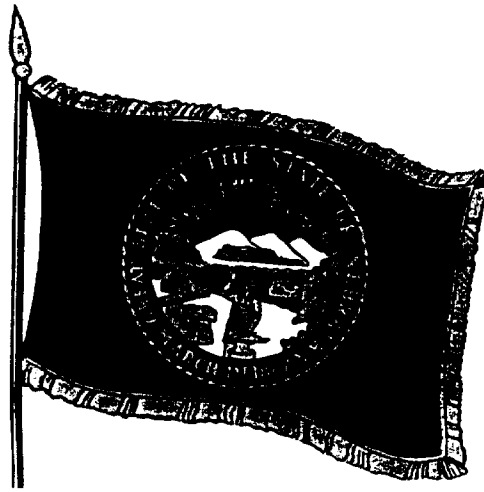
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Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK  
REEL: 002186 FRAME: 0188

**STATE OF**

**NEBRASKA**



United States of America, }  
State of Nebraska } ss.

Department of State  
Lincoln, Nebraska

I, Scott Moore, Secretary of State of Nebraska do hereby certify;

the attached is a true and correct copy of Articles of Merger of

**CENTURION INTERNATIONAL, INC.**

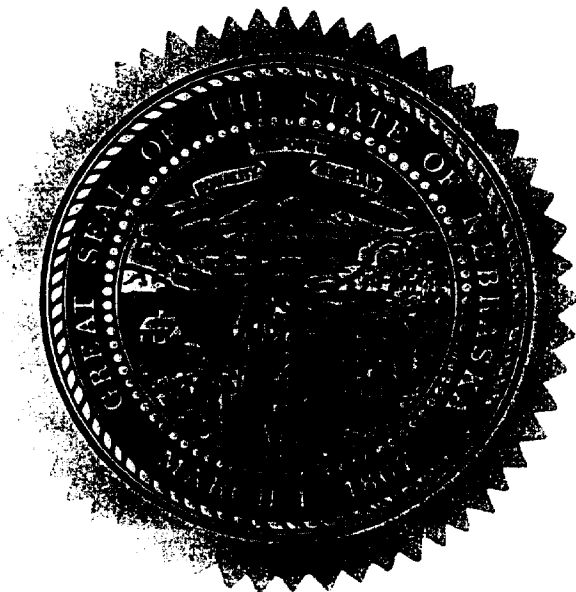
a Nebraska corporation with registered office located in LINCOLN,  
Nebraska, merging into

**CENTURION WIRELESS TECHNOLOGIES, INC.**

a DELAWARE corporation not qualified in Nebraska as filed in this  
office on September 20, 2000.

In Testimony Whereof,

I have hereunto set my hand and  
affixed the Great Seal of the State  
of Nebraska on September 20, in  
the year of our Lord, two  
thousand.



Handwritten signature of Scott Moore in cursive script.

SECRETARY OF STATE

TRADEMARK  
REEL: 002186 FRAME: 0189

## ARTICLES OF MERGER

### MERGING

**CENTURION INTERNATIONAL, INC.,**  
a Nebraska corporation

INTO

**CENTURION WIRELESS TECHNOLOGIES, INC.**  
a Delaware corporation

To the Secretary of State  
State of Nebraska

Pursuant to the provisions of the Business Corporation Act of the State of Nebraska, the domestic business corporation and the foreign business corporation hereinafter named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Centurion International, Inc., a Nebraska corporation with and into Centurion Wireless Technologies, Inc., a Delaware corporation as adopted by resolution adopted at a meeting by the Board of Directors of Centurion International, Inc. on September 19, 2000 and by resolution adopted at a meeting by the Board of Directors of Centurion Wireless Technologies, Inc. on September 19, 2000.

2. In respect of Centurion International, Inc., the designation, the number of outstanding shares, and the number of votes entitled to be cast by each voting group entitled to vote on the Plan of Merger herein provided for, are as follows:

#### Common Stock

- (a) Designation of shares of voting group: Common Stock
- (b) Number of outstanding shares of voting group: 8,000,000
- (c) Number of votes of voting group entitled to be cast on the Plan of Merger: 8,000,000

#### Series A Convertible Preferred Stock

- (a) Designation of shares of voting group: Series A Convertible Preferred Stock

- (b) Number of outstanding shares of voting group: 160,000
- (c) Number of votes of voting group entitled to be cast on the Plan of Merger: 160,000

**Series C Convertible Preferred Stock**

- (a) Designation of shares of voting group: Series C Convertible Preferred Stock
- (b) Number of outstanding shares of voting group: 1,444,042
- (c) Number of votes of voting group entitled to be cast on the Plan of Merger: 1,444,042

3. In respect of Centurion International, Inc., the total number of votes cast for and against the Plan of Merger herein provided for by each voting group entitled to vote separately on the said Plan of Merger is as follows:

**Common Stock**

- (a) Designation of shares of voting group: Common Stock
- (b) Number of votes of voting group cast for the Plan of Merger: 8,000,000.
- (c) Number of votes of voting group cast against the Plan of Merger: 0

**Series A Convertible Preferred Stock**

- (a) Designation of shares of voting group: Series A Convertible Preferred Stock
- (b) Number of votes of voting group cast for the Plan of Merger: 160,000
- (c) Number of votes of voting group cast against the Plan of Merger: 0

**Series C Convertible Preferred Stock**

- (a) Designation of shares of voting group: Series C

Convertible Preferred Stock

(b) Number of votes of voting group cast for the Plan of Merger: 1,444,042

(c) Number of votes of voting group cast against the Plan of Merger: 0

4. The said number of votes cast for the said merger was sufficient for the approval thereof by each said voting group.

5. The merger of Centurion International, Inc. with and into Centurion Wireless Technologies, Inc. is permitted by the laws of the jurisdiction of organization of Delaware and has been authorized in compliance with said laws.

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**TRADEMARK**  
**REEL: 002186 FRAME: 0192**

IN WITNESS WHEREOF, the undersigned corporations have executed this  
Articles of Merger as of this 10<sup>th</sup> day of September 2000.

**Centurion International, Inc.**  
a Nebraska corporation

By: Gary L. Kuck  
Name: Gary L. Kuck  
Title: President

**Centurion Wireless Technologies, Inc.**  
a Delaware corporation

By: Gary L. Kuck  
Name: Gary L. Kuck  
Title: President

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**TRADEMARK**  
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PLAN OF MERGER adopted by Centurion International, Inc. a business corporation organized under the laws of the State of Nebraska, by resolution of its Board of Directors on September 19th, 2000, and adopted by Centurion Wireless Technologies, Inc., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on September 19th, 2000.

1. Centurion International, Inc. and Centurion Wireless Technologies, Inc. shall, pursuant to the provisions of the Business Corporation Act of the State of Nebraska and the provisions of the Delaware General Corporation Law, be merged with and into a single corporation, to wit, Centurion Wireless Technologies, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Centurion International, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Business Corporation Act of the State of Nebraska.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation; and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall be converted into one equivalent share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date and time of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Business Corporation Act of the State of Nebraska, and the

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merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Business Corporation Act of the State of Nebraska, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Nebraska and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

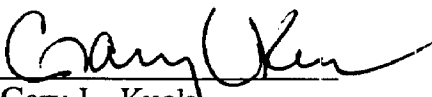
8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and 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 herein provided for.

IN WITNESS WHEREOF, the undersigned corporations have executed this Articles of Merger as of this 20<sup>th</sup> day of September 2000.

**Centurion International, Inc.**  
a Nebraska corporation

By:   
Name: Gary L. Kuck  
Title: President

**Centurion Wireless Technologies, Inc.**  
a Delaware corporation

By:   
Name: Gary L. Kuck  
Title: President

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## NOTICE

Notice is hereby given that Centurion International, Inc., a business corporation, organized under the laws of the State of Nebraska, was merged with and into Centurion Wireless Technologies, Inc., a business corporation organized under the laws of the State of Delaware, on September \_\_\_\_\_, 2000, which is the effective date of the merger in the State of Nebraska pursuant to the provisions of the Business Corporation Act of the State of Nebraska.

The following is a brief resume of the aforesaid merger:

1. The separate existence of Centurion International, Inc., a Nebraska corporation ceases upon the effective date of the merger pursuant to the provisions of the Business Corporation Act of the State of Nebraska, and Centurion Wireless Technologies, Inc., a Delaware corporation continues its existence under its present name as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
2. The bylaws of Centurion Wireless Technologies, Inc. as of the effective date of the merger continue to be the bylaws of said corporation until the same shall be changed, altered, or amended.
3. The directors and officers of Centurion Wireless Technologies, Inc. in office as of the effective date of the merger continue as said directors and officers until the election and qualification of their respective successors.
4. Each issued share of Centurion International, Inc. is converted into one equivalent share of Centurion Wireless Technologies, Inc. The issued shares of Centurion Wireless Technologies, Inc. are not converted or exchanged in any manner.

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State of Delaware  
Office of the Secretary of State

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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:

"CENTURION INTERNATIONAL, INC.", A NEBRASKA CORPORATION, WITH AND INTO "CENTURION WIRELESS TECHNOLOGIES, INC." UNDER THE NAME OF "CENTURION WIRELESS TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF SEPTEMBER, A.D. 2000, 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, Secretary of State

AUTHENTICATION: 0685706

DATE: 09-20-00

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REEL: 002186 FRAME: 0197

**CERTIFICATE OF MERGER**

**OF**

**CENTURION INTERNATIONAL, INC.,  
a Nebraska corporation**

**AND**

**CENTURION WIRELESS TECHNOLOGIES, INC.,  
a Delaware corporation**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Centurion International, Inc., which is incorporated under the laws of the State of Nebraska; and

(ii) Centurion Wireless Technologies, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Centurion International, Inc. in accordance with the laws of the State of its incorporation and by Centurion Wireless Technologies, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Centurion Wireless Technologies, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Centurion Wireless Technologies, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

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5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

c/o Centurion Wireless Technologies, Inc.  
3425 North 44th Street  
Lincoln, Nebraska 68504

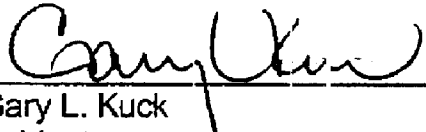
6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Centurion International, Inc. consists of a total of 15,250,000 shares of which: 160,000 shares are Series A Convertible Preferred Stock, par value \$0.01 per share, 90,000 shares are Series B Redeemable Preferred Stock, par value \$0.01 per share; 1,500,000 shares are Series C Convertible Preferred Stock, par value \$0.01 per share and 13,500,000 shares are common stock \$0.01 par value.

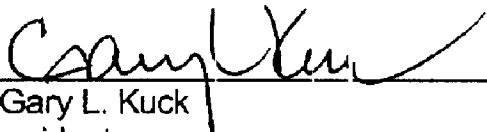
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IN WITNESS WHEREOF, the undersigned constituent corporations have executed this Certificate of Merger as of this 20<sup>th</sup> day of September 2000

**Centurion International, Inc.,**  
a Nebraska corporation

By:   
Name: Gary L. Kuck  
Title: President

**Centurion Wireless Technologies, Inc.**  
a Delaware corporation

By:   
Name: Gary L. Kuck  
Title: President

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