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U.S. Patent & TMO/TM Mail Rcpt Dt. #11



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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the attached original documents or copy

To the Honorable Commissioner of F
thereof.

1. Name of conveying party(ies):

Allegiant Technology Group, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: October 9, 2000

2. Name and address of receiving party(ies):

Name: Seurat Company

Internal Address: _____

Street Address: 7400 Shadeland Ave., Suite 110

City: Indianapolis State: Indiana ZIP 46250

- 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

(Designation must be a separate document from Assignment).
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 76/114,590, 76/114,589,
76/114,591.

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Cooley Godward LLP

Internal Address: Attn: Andrew Hartman, Esq.

Street Address: 2595 Canyon Boulevard, Suite 250

City: Boulder State: Colorado ZIP 80301

6. Total number of applications and registration
involved:

3

7. Total fee (37 CFR 3.41):.....
\$ 90.00

- Enclosed
- Authorized to be charged to deposit account


8. Deposit account number:

(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.


Andrew Hartman, Esq.*

December 19, 2000
Date

Total number of pages including cover sheet, attachments, and document: 5

* Admitted in Illinois only.

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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01 FC:481 40.00 DP
02 FC:102208 v1/BD 50.00 DP
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TRADEMARK
REEL: 002203 FRAME: 0058

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:

"ALLEGIANT TECHNOLOGY GROUP, INC.", A INDIANA CORPORATION, WITH AND INTO "SEURAT COMPANY" UNDER THE NAME OF "SEURAT COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF OCTOBER, A.D. 2000, AT 9:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0728569

3289923 8100M

001512343

DATE: 10-11-00

TRADEMARK

REEL: 002203 FRAME: 0059

CERTIFICATE OF MERGER

OF

SEURAT COMPANY

AND

ALLEGIANT TECHNOLOGY GROUP, INC.

Adopted in accordance with
the provisions of Section 252
of the General Corporation Law
of the State of Delaware

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified (the "Merger") are:

(i) Seurat Company, which is incorporated under the laws of the State of Delaware, ("Seurat"); and

(ii) Allegiant Technology Group, Inc., which is incorporated under the laws of the State of Indiana ("Allegiant").

2. An Agreement and Plan of Merger (the "Agreement of Merger") has been approved, adopted, certified, executed, and acknowledged in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, by each of the constituent corporations: (i) Seurat, a Delaware corporation, in the same manner as provided in Section 252 of the General Corporation Law of the State of Delaware, and (ii) Allegiant, an Indiana corporation, in accordance with the laws of its state of incorporation.

3. The surviving corporation in the merger herein certified is Seurat (the "Surviving Corporation"), which will continue its existence as the Surviving Corporation under its present name upon the effective date of the Merger pursuant to the provisions of the laws of the State of Delaware, its state of incorporation.

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4. The Certificate of Incorporation of Seurat, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the laws of the state of State of Delaware, its state of incorporation.

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

Seurat Company
7400 N. Shadeland Avenue
Suite 110
Indianapolis, IN 46250

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

* * * * *

Executed on this 9th day of October, 2000.

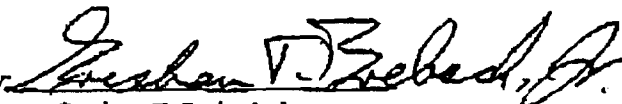
SEURAT COMPANY

By: 

Gresham T. Brebach, Jr.

Its: Chief Executive Officer

ALLEGIANTECHNOLOGYGROUP, INC.

By: 

Gresham T. Brebach, Jr.

Its: Chief Executive Officer and President