

Form PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office

01-16-2001



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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 Assign.
Effective Date
Month Day Year _____
- Merger _____
- Change of Name _____
- Other _____

Conveying Party(ies)

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name MDS CAPITAL CORPORATION

062191

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name QANTEL CORPORATION

DBA/AKA/TA _____

Composed of _____

Address (line 1) 3506 Breakwater Court

Address (line 2) _____

Address (line 3) Hayward

City

California

State/Country

94545

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other _____

Citizenship/State of Incorporation/Organization New York

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.)

FOR OFFICE USE ONLY

01/12/2001 MTHA11 00000266 1125466

01 FC:481
02 FC:482

40.00 DP
100.00 DP

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

TRADEMARK
REEL: 002212 FRAME: 0041

Domestic Representative Name and Address

Enter for the first Receiving Party only.

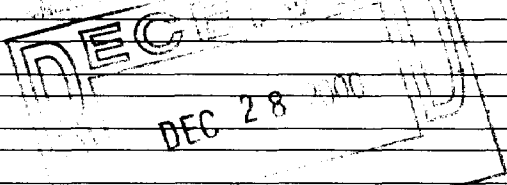
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

(415) 433-4150

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" value="1125466"/>	<input type="text" value="1207922"/>	<input type="text" value="1281410"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1393083"/>	<input type="text" value="1411849"/>	<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 of 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.

MARIA S. CEFALU

Name of Person Signing

Maria S Cefalu

Signature

12/21/00

Date Signed

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:

"MDS CAPITAL CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "QANTEL CORPORATION" UNDER THE NAME OF "QANTEL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JUNE, A.D. 1991, AT 9 O'CLOCK A.M.



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971412060

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8788807

12-04-97

TRADEMARK
REEL: 002212 FRAME: 0043

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MDS CAPITAL CORPORATION,

INTO

QANTEL CORPORATION

(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)

Qantel Corporation, a New York corporation ("Qantel"),
does hereby certify:

FIRST: (a) That it is incorporated pursuant to the
Business Corporation Law of the State of New York; and that MDS
Capital Corporation is organized pursuant to the provisions of the
General Corporation Law of the State of Delaware ("MDS Capital").

(b) (i) The certificate of incorporation of
MDS Capital was filed by the Delaware Department of State on the
20th day of March 1969.

(ii) The certificate of incorporation of
Qantel was filed by the New York Department of State on the 6th day
of August, 1964.

SECOND: That Qantel owns all of the outstanding shares
of each class of the capital stock of MDS Capital in the following
manner:

(a) MDS Capital is authorized to issue 3,000
common shares, par value \$1.00 per share, 100 of which are
outstanding and owned by Qantel.

THIRD: That Qantel, by the following resolutions of its
Board of Directors, duly adopted on the 23rd day of May, 1991,
determined to merge into itself MDS Capital on the conditions set
forth in such resolutions:

WHEREAS, in order to simplify the operation and
administration of the combined business activities of
the Corporation, MDS Capital Corporation ("MDS Capital")
and Qantel Business Systems, Inc. ("Qantel Business"),
which are, respectively, wholly owned direct and indirect
subsidiaries of the Corporation, the Board deems it to

be in the best interests of the Corporation to cause Qantel Business to merge into and with MDS Capital, and to thereafter cause MDS Capital to merge into and with the Corporation; and

WHEREAS, the Corporation, a company organized and existing under and by virtue of the laws of the State of New York, owns all of the outstanding shares of MDS Capital, and MDS Capital, a company organized and existing under and by virtue of the laws of the State of Delaware, owns all of the outstanding shares of Qantel Business, and it is deemed expedient that MDS Capital shall acquire and be possessed of all the estate, property, rights, privileges and franchises of Qantel Business, and that the Corporation shall thereafter acquire and be possessed of all the estate, property, rights, privileges and franchises of MDS Capital; and

WHEREAS, the Board believes that it would be in the best interests of MDS Capital to merge into itself Qantel business, and for the Corporation to thereafter merge into itself MDS Capital, pursuant to the plan of merger described hereinbelow; now therefore, be it and it hereby is:

RESOLVED, that the Board adopt that certain plan of merger annexed hereto as Exhibit A and incorporated herein by reference ("Plan of Merger"); and it is further

RESOLVED, that the President and Chief Executive Officer is hereby authorized, empowered and directed to execute such instruments and documents, and to take such action as he shall deem necessary and appropriate, upon advice of counsel, to cause a "short form" merger of Qantel Business with and into MDS Capital to be effected pursuant to such Plan of Merger under the laws of the respective states of their incorporation, and upon completion thereof, it is further

RESOLVED, that pursuant to such Plan of Merger, the Corporation shall merge into itself MDS Capital, and assume all of such corporation's liabilities and obligations, and possess itself of all the estate, property, rights, privileges and franchises of MDS Capital; and it is further

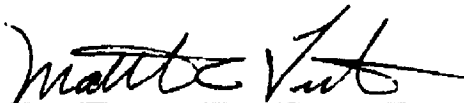
RESOLVED, that the President and Secretary of the Corporation and any such other officer as either of them shall so appoint are hereby, individually and collectively authorized, empowered and directed on behalf of the Corporation (a) to execute on behalf of the Corporation, and to thereafter file or cause to be filed with the

Department of State of the State of New York, and/or with any other applicable state or county, a certificate of merger in the appropriate form, and (b) to execute such other instruments and documents, and take all such other actions as they may deem necessary and/or appropriate to effectuate the merger.

IN WITNESS WHEREOF, Qantel has caused this Certificate to be signed by Matthew E. Tutino, its President, and attested to by Michael D. Brown, its Secretary, this 6th day of June, 1991.


QANTEL CORPORATION

BY:


Matthew E. Tutino, President

ATTEST:

BY:


Michael D. Brown, Secretary

DELAWARE SERVICE OF PROCESS

Qantel Corporation, a New York corporation ("Qantel"), the surviving corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of MDS Capital Corporation, a Delaware corporation ("MDS Capital"), and a wholly-owned subsidiary of Qantel, arising from the merger of MDS Capital with and into Qantel, including the rights of any dissenting stockholders thereof, and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings and agrees that service of any such process may be made by personally delivering to and leaving with such Secretary of State of the State of Delaware duplicate copies of such process; and hereby authorizes the Secretary of State of the State of Delaware to send forthwith by registered mail one of such duplicate copies of such process addressed to it at 4142 Point Eden Way, Hayward, California 94545, Attention: President, unless Qantel shall hereafter designate in writing to such Secretary of State of the State of Delaware a different address for the sending of such process, in which case the duplicate copy of such process shall be mailed to the last address so designated.

QANTEL CORPORATION

By: 

Michael B. Brown, Secretary

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PLAN OF MERGER
OF
MDS CAPITAL CORPORATION
INTO
QANTEL CORPORATION

ARTICLE I

(a) The name of the subsidiary corporation to be merged is MDS Capital Corporation, a Delaware corporation ("MDS Capital").

(b) The name of the surviving corporation into which MDS Capital shall be merged is Qantel Corporation, a company formed under the laws of the State of New York ("Qantel"). The name under which Qantel was formed was M.D.S. Manufacturing Corporation.

(c) Qantel owns all of the outstanding shares of MDS Capital.

ARTICLE II

(a) The designation and number of outstanding shares of MDS Capital and the number of such shares owned by Qantel are as follows:

<i>Name of Subsidiary</i>	<i>Designation and Number of Outstanding Shares</i>	<i>Number of Shares Owned by Survivor</i>
MDS Capital Corporation	100 Common Shares par value \$1.00 each	100 Shares

ARTICLE III

The terms and conditions of the merger, are as follows:

(a) Upon the proposed merger becoming effective, each outstanding share of the Common Stock of MDS Capital, all of which

are owned by Qantel, shall cease to be outstanding, without any payment being made in respect thereof; and

(b) Upon the effective date of this plan of merger, the separate existence of MDS Capital shall cease and said corporation shall be merged into Qantel and Qantel shall possess all the rights, privileges, powers, and franchises of a public and private nature and shall be subject to all the duties of MDS Capital, and all and each of the rights, privileges, powers, and franchises of MDS Capital, and all property, real, personal, and mixed, and all debts due to MDS Capital on whatever account shall be vested in Qantel; and all property, rights, privileges, powers, contracts, and franchises and every other interest shall be thereafter be the property of Qantel as they were of MDS Capital; but all rights of creditors and all liens upon any property of MDS Capital shall be preserved unimpaired and all debts, liabilities and duties of MDS Capital shall thenceforth attach to Qantel and be enforceable against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

(c) If, at any time, Qantel shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in Qantel, according to the terms hereof, the title to any property or rights of MDS Capital, the persons who served as officers and directors of MDS Capital at such time as said corporation was validly existing and immediately prior to the date of this plan of merger, shall and will execute and make all such proper assignments and assurances and do all things necessary and/or proper to vest title in such property or rights in Qantel and otherwise to carry out the purposes of this plan of merger.

(d) Upon the effective date of the merger, the assets and liabilities of MDS Capital shall be carried on the books of Qantel at the amounts at which they respectively shall have been carried immediately prior to such date on the books of MDS Capital. The aggregate amount of the net assets of MDS Capital which was legally available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by Qantel.

ARTICLE IV

(a) (i) The certificate of incorporation of MDS Capital was filed by the Delaware Department of State on the 20th day of March 1969.

(ii) The certificate of incorporation of Qantel was filed by the New York State Department of State on the 6th day of August, 1964.

(iii) The certificate of incorporation and bylaws of Qantel shall remain unchanged until amended or changed as provided therein or as provided by law.

(b) (i) The directors and officers of Qantel shall continue in office until they resign and their successors are duly elected.

(ii) The President, or other officers or directors of Qantel and MDS Capital are authorized, empowered and directed to prepare and execute such agreements, certificates or other documents as may be necessary in order to carry out this plan of merger.

(c) All of the shares of MDS Capital are owned by Qantel and thus, a copy of the plan of merger could not be disseminated to holders of shares of MDS Capital not owned by Qantel.

(d) The effective date of the merger of MDS Capital into Qantel shall be the date of filing of the Certificate of Merger by the New York State Department of State.

This plan of merger was duly adopted by the Board of Directors of Qantel, on May 23, 1991.

QANTEL CORPORATION

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