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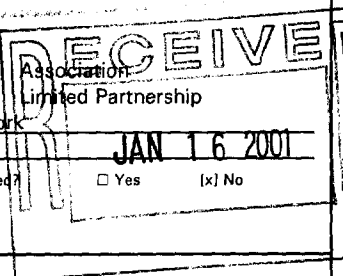
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To the Honorable Commissioner of Patents and Trademarks, the attached original documents or copy thereof.

1. Name of conveying party(ies): 116-01  
Imaging Consortium, Inc.

Individual(s)  
 General Partnership  
 Corporation - State New York  
 Other \_\_\_\_\_

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



2. Name and address of receiving party(ies):  
Name: Laser Tech Color, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 2010 Westridge Drive  
City: Irving State: TX ZIP: 75038

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

3. Nature of conveyance

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Effective Date: December 31, 2000

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) & addresses attached?  Yes  No

4. Application number(s) or registration number(s):  
Trademark Application No.(s) 76/094,140

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)  
\_\_\_\_\_

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

Name: Miriam Drickman Trudell, Esq.  
Internal Address: SHERIDAN ROSS P.C.  
Suite 1200  
Street Address: 1560 Broadway  
City: Denver State: CO ZIP: 80202-5141

6. Total number of applications and registrations involved. . . . . 1

7. Total fee (37 CFR 3.41): . . . . . \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account.

8. Deposit account number: 19-1970  
(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.*

Miriam Drickman Trudell, Esq. January 11, 2001  
Name of person signing Signature Date

01/24/2001 GTON11 00000093 76094140  
01 FC:481  
Total number of pages including cover sheet, attachments and document: 8  
40.00

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

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO COMMISSIONER FOR PATENTS AND TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON, DC 20231 ON January 11, 2001

BY: Sheridan Ross P.C.  
Jenne F. Hame

*State of Delaware*  
*Office of the Secretary of State*

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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:

"DCS, INCORPORATED", A DELAWARE CORPORATION,

"GAMMA ONE, INC.", A DELAWARE CORPORATION,

"IMAGING CONSORTIUM, INC.", A NEW YORK CORPORATION,

"PACIFIC COLOR CONNECTION, INC.", A CALIFORNIA CORPORATION,

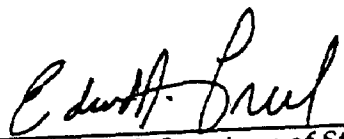
WITH AND INTO "LASER TECH COLOR, INC." UNDER THE NAME OF "LASER TECH COLOR, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2000, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:56 O'CLOCK P.M.

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



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001656072

  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0884112

DATE: 12-28-00

TRADEMARK  
REEL: 002218 FRAME: 0718

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**IMAGING CONSORTIUM, INC.**  
(a New York corporation)

**AND**

**GAMMA ONE, INC.**  
(a Delaware corporation)

**AND**

**DCS, INCORPORATED**  
(a Delaware corporation)

**AND**

**PACIFIC COLOR CONNECTION, INC.**  
(a California corporation)

**INTO**

**LASER TECH COLOR, INC.**  
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law  
of the State of Delaware

Laser Tech Color, Inc., a corporation organized and existing under the  
laws of the State of Delaware (the "Company"), does hereby certify as follows:

A. The Company is the owner of all of the outstanding shares of (i) stock, no  
par value, of Imaging Consortium, Inc., a corporation organized and existing under the  
laws of the state of New York ("Imaging Consortium"), and Imaging Consortium has no  
other class of stock outstanding; (ii) Common Stock, par value \$0.01 per share, of  
Gamma One, Inc., a corporation organized and existing under the laws of the state of  
Delaware ("Gamma One"), and Gamma One has no other class of stock outstanding;  
(iii) Common Stock, par value \$0.01 per share, of DCS, Incorporated, a corporation

organized and existing under the laws of the state of Delaware ("DCS"), and DCS has no other class of stock outstanding; and (iv) stock, no par value, of Pacific Color Connection, Inc., a corporation organized and existing under the laws of the state of California ("PCC"), and PCC has no other class of stock outstanding.

B. The Board of Directors of the Company duly adopted by the unanimous written consent of directors of the Company dated December 27, 2000, the following resolutions:

RESOLVED, that each of Imaging Consortium, Gamma One, DCS and PCC (the "Subsidiaries") shall be merged with and into the Company (the "Merger") and that the Company shall assume all of the obligations of each of Subsidiaries, with the Company as the corporation surviving the Merger (the "Surviving Corporation"), with the Merger to be effective on December 31, 2000, at 11:56 P.M. (the "Effective Time");

FURTHER RESOLVED, that at the Effective Time, the Company shall assume all of the obligations of PCC pursuant to Section 1110 of the California Corporations Code;

FURTHER RESOLVED, that the Certificate of Incorporation of the Company in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation following the Merger, until further amended in accordance with the terms thereof and the Delaware General Corporation Law (the "DGCL");

FURTHER RESOLVED, that the Bylaws of the Company in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation following the Merger, until further amended in accordance with the terms thereof and the DGCL;

FURTHER RESOLVED, that the directors of the Company and the officers of the Company in office immediately prior to the Effective Time shall, from and after the Effective Time, be the directors and officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws;

FURTHER RESOLVED, that the manner of converting or canceling shares of the Subsidiaries shall be as follows:

(a) At the Effective Time, each share of stock, no par value, of Imaging Consortium (the "Imaging Consortium Shares") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(b) At the Effective Time, each Imaging Consortium Share issued and held by Imaging Consortium in treasury shall by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(c) At the Effective Time, each share of Common Stock, par value \$0.01 per share, of Gamma One (the "Gamma One Shares") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(d) At the Effective Time, each Gamma One Share issued and held by Gamma One in treasury shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(e) At the Effective Time, each share of Common Stock, par value \$0.01 per share, of DCS (the "DCS Shares") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(f) At the Effective Time, each DCS Share issued and held by DCS in treasury shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(g) At the Effective Time, each share of stock, no par value, of PCC (the "PCC Shares") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof; and

(h) At the Effective Time, each PCC Share issued and held by PCC in treasury shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof; and

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, directed to make and execute the Delaware Certificate of Ownership and Merger setting forth a copy of the resolutions authorizing the Company to merge the Subsidiaries with and into the Company and the date of the adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware, and to do all acts and things whatsoever, whether within or without the state of Delaware, which may be in any way necessary to effect the Merger.

C. The merger of Imaging Consortium into the Company has been approved by the Company as the sole holder of the outstanding capital stock of Imaging Consortium by unanimous written consent in lieu of a meeting pursuant to Section 615 of the New York Business Corporation Law.

D. The mergers of each of Gamma One and DCS into the Company have been approved by the Company as the sole holder of the outstanding capital stock of each of Gamma One and DCS, respectively, by unanimous written consent in lieu of a meeting pursuant to Section 228 of the DGCL.

E. The merger of PCC into the Company has been approved by the Company as the sole holder of the outstanding capital stock of PCC by unanimous written consent in lieu of a meeting pursuant to Section 603 of the California Corporations Code.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by Irene B. Fisher, Secretary, as of the 21<sup>st</sup> day of December, 2000.

LASER TECH COLOR, INC.

By: 

Name: Irene B. Fisher

Title: Secretary

NY12528: 1378622

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