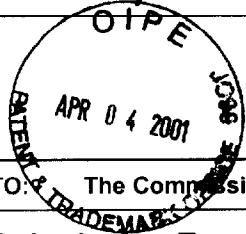


MRD
4/4/01

U.S. PATENT AND TRADEMARK OFFICE

Docket No. 20525.0003.000
1



TRADEMARK

SHAW PITTMAN

SHEET

04-16-2001

TO: The Commissioner of Patents and Trademarks

Final document(s) or copy(ies).



Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

- 101674843
- License
 - Security Agreement
 - Merger
 - Change of Name
 - Other _____
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
01 18 2001

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
01 16 2001

Name Eagle Eye Technologies, Inc.

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Virginia

Receiving Party

Mark if additional names of receiving parties attached

Name Eagle Eye, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 45365 Vintage Park Plaza, Suite 210

Address (line 2) _____

Address (line 3) Dulles Virginia 20166
City State/Country Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other _____
 - Citizenship/State of Incorporation/Organization Delaware
- 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

04/12/2001 DBYRNE 00000103 75577703
01 FC:481 40.00 OP

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

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

202-663-8000

Name Kathy McKnight

Address (line 1) 2300 N Street, NW

Address (line 2) Washington, D.C. 20037-1128

Address (line 3) _____

Address (line 4) _____

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 11

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)

75/577703 _____

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or 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.

Kathy McKnight

Name of Person Signing

Kathy McKnight
Signature

April 2, 2001
Date Signed

SHAW PITTMAN
TRADEMARK RECORDATION FORM COVER SHEET CONTINUATION

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
01 16 2001

Enter Additional Conveying Party

Name SkyBitz, Inc.

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

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

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)

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the articles of merger filed in this office January 18, 2001 by Eagle Eye, Inc.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
January 24, 2001*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

January 18, 2001

The State Corporation Commission finds the accompanying articles submitted on behalf of

Eagle Eye, Inc.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

EAGLE EYE TECHNOLOGIES, INC.

is merged into Eagle Eye, Inc., which continues to exist under the laws of DELAWARE with the name Eagle Eye, Inc.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on January 18, 2001.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS0352
01-01-18-0584

**TRADEMARK
REEL: 002271 FRAME: 0646**

**ARTICLES OF MERGER
OF
EAGLE EYE TECHNOLOGIES, INC.
AND
EAGLE EYE, INC.**

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To the State Corporation Commission
Commonwealth of Virginia

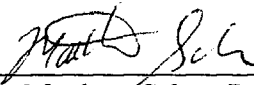
Pursuant to the provisions of the Virginia Stock Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby submit the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the Commonwealth of Virginia, and which is subject to the provisions of the Virginia Stock Corporation Act, is Eagle Eye Technologies, Inc. (hereinafter referred to as the "Corporation").
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is Eagle Eye, Inc. ("Eagle Eye").
3. A minimum of ninety percent (90%) of the outstanding shares of the Corporation are owned by Eagle Eye.
4. Attached hereto as Exhibit A is the Plan of Merger for merging the Corporation into Eagle Eye as approved by the unanimous resolutions of both the Board of Directors of Eagle Eye and the Corporation.
5. Shareholder approval was not required for the reason set forth in Subsection A of Section 13.1-719 of the Virginia Stock Corporation Act.
6. The laws of the jurisdiction of organization of Eagle Eye permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of Eagle Eye; and the merger of the Corporation into Eagle Eye is in compliance with the laws of the jurisdiction of organization of Eagle Eye.


7. The effective time and date of the merger of the Corporation into Eagle Eye in the Commonwealth of Virginia shall be the date on which the State Corporation Commission of the Commonwealth of Virginia issues a Certificate of Merger.

Executed on January 16, 2001

Eagle Eye Technologies, Inc.

By: 
Matthew Schor, President

Eagle Eye, Inc.

By: 
Matthew Schor, President

PLAN OF MERGER

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w/91*

THIS PLAN OF MERGER is effective as of the 17th day of January, 2001 by and among (i) SKYBITZ, INC. ("SkyBitz"), a Delaware corporation, (ii) EAGLE EYE TECHNOLOGIES, INC. ("Technologies"), a Virginia corporation (collectively the "Affiliate Corporations"), and (iii) EAGLE EYE, INC. (the "Surviving Corporation"), a Delaware corporation.

WHEREAS, the total number of shares of stock of all classes which SkyBitz has authority to issue is 2,000,000 shares of Common Stock, \$.01 par value; and of which there are 200 shares of Common Stock issued and outstanding;

WHEREAS, the total number of shares of stock of all classes which Technologies has authority to issue is 2,000,000 shares of Common Stock, no par value; and of which there are 1,564,197 shares of Common Stock issued and outstanding;

WHEREAS, the total number of shares of stock of all classes which the Surviving Corporation has authority to issue is 5,000,000 shares of Common Stock, par value \$.0001 and 1,000,000 shares of Preferred Stock, par value \$.0001; and of which there are 1,544,697 shares of Common Stock issued and outstanding and 172,043 shares of Series A Convertible Preferred Stock issued and outstanding;

WHEREAS, under the laws of the State of Delaware and the Commonwealth of Virginia, the Affiliate Corporations may be merged into the Surviving Corporation, and the parties hereto desire to effect such mergers, as hereinafter provided; and

WHEREAS, pursuant to 13.1-719 of the Virginia Corporation Law and Section 253 of the Delaware General Corporation Law, shareholders consent is not required.

NOW, THEREFORE, in consideration of the foregoing, of the mutual promises herein after set forth and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending legally to be bound, do hereby agree as follows:

1. Statement of Merger. The Affiliate Corporations shall be merged with and into the Surviving Corporation, on the basis of this Plan of Merger.

2. Bylaws. The Bylaws of the Surviving Corporation, as the same shall exist on the effective date of the merger, shall remain and be the Bylaws of the Surviving Corporation until the same shall be altered, amended, rescinded or repealed or until new Bylaws shall be adopted in accordance with the provisions thereof, the Certificate of Incorporation of the Surviving Corporation and the General Corporation Law of the State of Delaware.

3. Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue in full force and effect, until amended in accordance with the provisions of the General Corporation Law of the State of Delaware.

4. Manner and Basis of Conversion. The manner and basis of converting or exchanging the shares of the Affiliate Corporations into shares of the Surviving Corporation shall be as follows: Upon the effective date of the merger,

(i) each share of Common Stock of the Affiliate Corporations shall cease to exist; and

(ii) each share of Common Stock of the Affiliate Corporations (if any) held by each stockholder of record of such corporations (as of the effective date of the merger) shall cease to exist, and shall, ipso facto and without any action on the part of the holder

thereof, be changed and converted into a like number of equivalent shares of Common Stock of the Surviving Corporation.

For the purpose of receiving a stock certificate or certificates evidencing such shares of Common Stock of the Surviving Corporation, each stockholder of the Affiliate Corporations (if any) shall surrender to the Surviving Corporation the stock certificate or certificates evidencing the shares of Common Stock owned of record by such stockholder, and shall receive, upon request or as soon thereafter as is practical, on the basis of such surrender, a certificate or certificates for an equal number of like shares of Common Stock of the Surviving Corporation based on the foregoing ratio.

5. Assets and Liabilities. The assets and liabilities of the Affiliate Corporations shall be taken up or continued on the books of the Surviving Corporation at the amounts at which they are respectively recorded on the books of the Affiliate Corporations, appropriately adjusted, to the extent necessary, to comply with generally accepted accounting principles.

6. Abandonment. At any time prior to the appropriate filings with the Secretary of State of the State of Delaware, this Plan of Merger and the mergers specified herein may be terminated by the vote of the Board of Directors of any of the Affiliate Corporations or the Surviving Corporation.


The officers of the Surviving Corporation, as of the effective date of the merger, shall remain in office and shall continue in office until the next Annual Meeting of the Board of Directors of the Surviving Corporation and until their successors are duly elected and shall qualify, or until their earlier resignation or removal.

7. Effective Date and Time. The effective date of the aforesaid mergers for all purposes and in all respects (including, without limitation, the effectiveness of any filings with the Secretary of State of the State of Delaware) shall be ^{no later than} January 18, 2001.

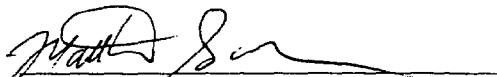
IN WITNESS WHEREOF, each of the Affiliate Corporations and the Surviving Corporation has caused its respective officers to execute this Agreement of Merger as of the day and year first set forth above.

ATTEST:

SkyBitz, Inc.,
a Delaware corporation



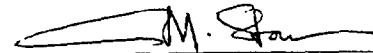
Michael Stone, Secretary

By: 


Matthew Schor, President

ATTEST:

Eagle Eye Technologies, Inc.
a Virginia corporation



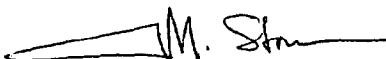
Michael Stone, Secretary

By: 


Matthew Schor, President

ATTEST:

Eagle Eye, Inc.
a Delaware corporation



Michael Stone, Secretary

By: 

Matthew Schor, President

CERTIFICATE

I, Michael Stone, Secretary of SkyBitz, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, having been duly signed on behalf of the Corporation and having been duly signed on behalf of Eagle Eye Technologies, Inc., a Virginia corporation and Eagle Eye Inc., a Delaware corporation, was duly approved and adopted pursuant to Section 251 of the Delaware General Corporation Law by the Board of Directors of the Corporation and the Stockholders of the Corporation, which Agreement of Merger was thereby adopted as the act of the Stockholders of the Corporation and the duly adopted agreement and act of the Corporation.

WITNESS my hand as of the 16th day of January, 2001.

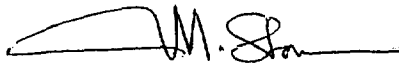


Michael Stone, Secretary

CERTIFICATE

I, Michael Stone, Secretary of Eagle Eye Technologies, Inc. (the "Corporation"), a corporation organized and existing under the laws of the Commonwealth of Virginia, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, having been duly signed on behalf of the Corporation and having been duly signed on behalf of SkyBitz, Inc. and Eagle Eye Inc., both corporations organized under the laws of the State of Delaware, was duly approved and adopted pursuant to Section 13.1-685 of the Virginia State Corporation Act by the Board of Directors of the Corporation and the Stockholders of the Corporation, which Agreement of Merger was thereby adopted as the act of the Stockholders of the Corporation and the duly adopted agreement and act of the Corporation.

WITNESS my hand as of the 16th day of January, 2001.

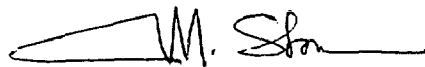


Michael Stone, Secretary

CERTIFICATE

I, Michael Stone, Secretary of Eagle Eye, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, having been duly signed on behalf of the Corporation and having been duly signed on behalf of SkyBitz, Inc., a Delaware corporation and Eagle Eye Technologies, Inc., a Virginia corporation, was duly approved and adopted pursuant to Section 251 of the Delaware General Corporation Law by the Board of Directors of the Corporation and the Stockholders of the Corporation, which Agreement of Merger was thereby adopted as the act of the Stockholders of the Corporation and the duly adopted agreement and act of the Corporation.

WITNESS my hand as of the 16th day of January, 2001.



Michael Stone, Secretary

Document #: 981208 v.4