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FORM PTO-1618A
Expires 06/30/99
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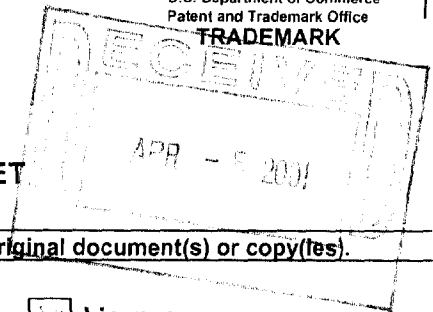
04-18-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/KA/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

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.)

Citizenship/State of Incorporation/Organization

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Mail documents to be recorded with required cover sheet(s) information to:
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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

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)

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 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.

Sheela F. Morrison

Name of Person Signing

Sheela F. Morrison

Signature

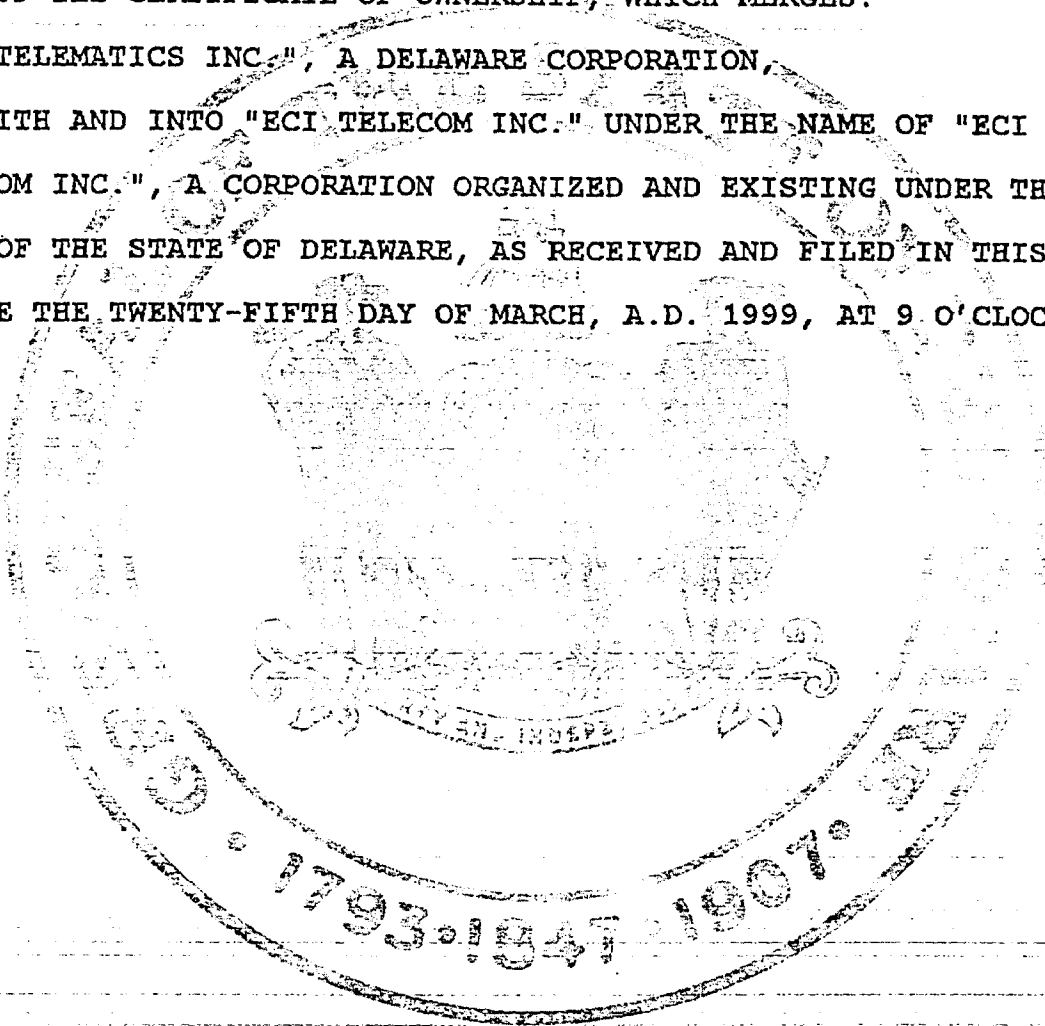
3/30/2001

Date Signed

Office of the Secretary of State

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:

"TELEMATICS INC.", A DELAWARE CORPORATION, WITH AND INTO "ECI TELECOM INC." UNDER THE NAME OF "ECI TELECOM INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

9962703

AUTHENTICATION:

09-09-99

DATE:

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**CERTIFICATE OF OWNERSHIP AND MERGER
MORGING
TELEMATICS INC.
INTO
ECI TELECOM INC.**

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

ECI Telecom Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on December 24, 1990, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation is the legal and beneficial owner of all of the outstanding shares of Common Stock, par value \$0.01 per share, of Telematics Inc., a Delaware corporation ("Telematics"), and that said Common Stock is the only issued and outstanding class of stock of Telematics.

THIRD: That the Corporation desires to merge into itself Telematics pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware.

FOURTH: That the Corporation, by the following resolutions of its Board of Directors, duly adopted as of January 1, 1999, determined to merge into itself Telematics, and thereby assume all of the liabilities and obligations of Telematics:

WHEREAS, management of the Corporation has recommended to the Board that Telematics Inc., a Delaware corporation ("Telematics"), be merged with and into the Corporation, with the result that the Corporation will be the surviving entity; and

WHEREAS, the Board has reviewed the matter and finds that such a merger is advisable for and in the best interest of the Corporation and its shareholder.

THEREFORE, IT IS RESOLVED AS FOLLOWS:

1. A merger between the Corporation and Telematics with the result that the Corporation will be the surviving entity be and hereby is approved.

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/25/1999
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2. The proper officers of the Corporation be and hereby are authorized to take any steps they deem necessary or desirable in order to merge Telematics with and into the Corporation pursuant to the provisions of the General Corporation Law of the State of Delaware, including but not limited to executing an agreement and plan of merger with Telematics and all related documents.

FIFTH: That the merger of Telematics into the Corporation shall be effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

I, **THE UNDERSIGNED**, being an authorized officer of the Corporation, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 25th day of March, 1999.

ECI TELECOM INC.

By: /s/ J.R. Kennedy

Name: J.R. Kennedy

Title: President

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