

TRADEMARKS ONLY

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Assistant Commissioner for Trademarks
Washington, D.C. 20231

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MTRD
1.11.01

04-26-2001



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

1. Name of conveying party(ies):
Acuity Imaging, Inc.
9 Townsend West
Nashua, NH 03063

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

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

Name: Acuity Imaging, LLC

Internal Address: _____

Street Address: 9 Townsend West
Nashua, NH 03063

Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of Conveyance:

- [] Assignment [X] Merger
- [] Security Agreement [] Change of Name
- [] Other :

Execution Date: January 5, 2000

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

If this document is being filed together with a new application, the execution date of the application is:

*A. Trademark Application No.(s)

B. Trademark No.(s)

1,631,348

Additional numbers attached? [] Yes [x] No

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

Bourque & Associates P.A.
835 Hanover Street, Suite 303
Manchester, NH 03104

6. Total number of applications and trademarks involved: [1]

7. Total fee (37 CFR 3.41): \$ 40.00
[x] Enclosed

[] Authorized to be charged to deposit account

Atty. Docket No. WWSPORTS-T001XX

8. Deposit account number:

02-3285

(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Daniel J. Bourque
Name of Attorney of Record
Attorney Registration No. 35,457

Signature

1-1-01
Date

Total number of pages including cover sheet, attachments and document: [4]

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:

"ACUITY IMAGING, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ACUITY IMAGING LLC" UNDER THE NAME OF "ACUITY IMAGING LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF OCTOBER, A.D. 1997, AT 9:30 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0181765

DATE: 01-05-00

TRADEMARK
REEL: 002280 FRAME: 0979

CERTIFICATE OF MERGER
OF
ACUITY IMAGING, INC.
INTO
ACUITY IMAGING LLC

Pursuant to Section 264 of the
Delaware General Corporation Law and
Section 18-209 of the Delaware Limited Liability Company Act

The undersigned, being the Surviving limited liability company
(the "Surviving LLC"), hereby sets forth as follows:

FIRST: The name of the Surviving LLC is Acuity Imaging LLC;
its state of formation is Delaware.

SECOND: The name of the Non-Surviving corporation is Acuity
Imaging, Inc.; its state of incorporation is Delaware.

THIRD: An Agreement of Merger has been approved, adopted,
certified, executed and acknowledged by each constituent
corporation and limited liability company in accordance with,
respectively, Section 251 of the Delaware General Corporation Law
and Section 18-209 of the Delaware Limited Liability Company Act.

FOURTH: The Certificate of Formation of Acuity Imaging LLC
shall be the Certificate of Formation of the Surviving LLC.

FIFTH: The executed Agreement of Merger is on file at the
principal place of business of the Surviving LLC; the address of

said principal place of business is as follows: 9 Townsend West,
Nashua, New Hampshire

SIXTH: A copy of the Agreement of Merger will be furnished
by the Surviving LLC, on request and without cost, to any
stockholder or member of any constituent corporation or limited
liability company.

IN WITNESS WHEREOF, this Certificate is hereby executed on
the 30th day of September, 1997.

ACUITY IMAGING LLC

By: Robotic Vision Systems, Inc. -
Manager

By: /s/Robert H. Walker
Robert H. Walker, Secretary