

05-18-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

101722428 TRADEMARKS ONE

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Chrome Data Corporation

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: May 3, 2001

2. Name and address of receiving party(ies)

Name: Chrome Systems Corporation

Internal

Address:

Street Address: 700 N.E. Multnomah Street, Suite 1500

City: Portland State: OR Zip: 97232

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

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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75911112 75911118 75911121 75911117 75911120 76098895

B. Trademark Registration No.(s)

1617404 2262685 2366377 2179954 2330292 2368629

Additional number(s) attached Yes No

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

Name: Stephanie M. Burns

Internal Address: General Counsel

Chrome Systems Corporation

Street Address: 700 N.E. Multnomah Street, Suite 1500

City: Portland State: OR Zip: 97232

6. Total number of applications and registrations involved:

23

7. Total fee (37 CFR 3.41): \$ 590.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

590E

(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.

Stephanie M. Burns

Name of Person Signing

Signature

May 8, 2001

Date

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

9

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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01 FC:481

40.00 DP

02 FC:102

590.00 DP

TRADEMARK REEL: 002298 FRAME: 0194

**RECORDATION FORM COVER SHEET**

**CONTINUATION**

**TRADEMARKS ONLY**

Conveying party: Chrome Data Corporation, an Oregon corporation

Receiving party: Chrome Systems Corporation, a Delaware corporation  
700 N.E. Multnomah Street, Suite 1500  
Portland, Oregon 97232

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4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

76148418	76176805	76209349
76150445	76209328	76210698
76166911	76209347	76244054
76176801	76209348	

## State of Delaware

## Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"CHROME DATA CORPORATION", A OREGON CORPORATION,

WITH AND INTO "CHROME SYSTEMS CORPORATION" UNDER THE NAME OF "CHROME SYSTEMS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF MAY, A.D. 2001, AT 9:01 O'CLOCK A.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1115119

DATE: 05-03-01

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:01 AM 05/03/2001  
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**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**CHROME DATA CORPORATION**  
**(an Oregon corporation)**  
**INTO**  
**CHROME SYSTEMS CORPORATION**  
**(a Delaware corporation)**

AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan of Merger") approved on February 7, 2001 by Chrome Data Corporation, a business corporation of the State of Oregon ("CDC-OR") by resolution adopted by its Board of Directors on said date, and approved on May 2, 2001 by Chrome Systems Corporation, a business corporation organized under the laws of the State of Delaware ("CSC-DE"), and by resolution adopted by its Board of Directors on said date.

WHEREAS, CDC-OR is a business corporation of the State of Oregon with its principal office therein located at 700 NE Multnomah St., 15<sup>th</sup> Floor in the City of Portland, County of Multnomah; and

WHEREAS, the authorized capital of CDC-OR consists of (i) 120,000,000 shares of Common Stock, no par value, of which 22,617,889 shares are outstanding, 8,919,450 shares are subject to outstanding options and 2,138,620 shares are subject to outstanding warrants; and (ii) 40,000,000 shares of Preferred Stock, no par value, of which (a) 6,315,788 shares have been designated Series A Preferred Stock and are outstanding and a warrant is outstanding for the purchase of 7,894 shares of Series A Preferred Stock; and (b) 27,000,000 shares have been designated Series B Preferred Stock, of which 12,792,400 are outstanding; and

WHEREAS, shareholders of CDC-OR holding 20,763,451 shares (representing 95%) of its outstanding Common Stock, 6,315,788 shares (representing 100%) of its outstanding Series A Preferred Stock and 12,573,101 shares (representing 98%) of its outstanding Series B Preferred Stock voted to approve this Agreement and Plan of Merger and the merger contemplated hereby; and

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WHEREAS, CSC-DE is a business corporation of the State of Delaware with its registered office therein located at 9 East Lookerman Street in the City of Dover, County of Kent; and

WHEREAS, the authorized capital of CSC-DE consists of (i) 120,000,000 shares of Common Stock, \$0.001 par value; and (ii) 40,000,000 shares of Preferred Stock, \$0.001 par value, of which (a) 6,315,788 shares have been designated Series A Preferred Stock, \$0.001 par value, and (b) 27,000,000 shares, \$0.001 par value, have been designated Series B Preferred Stock; and

WHEREAS, no shares of CSC-DE are currently outstanding and therefore no stockholders of CSC-DE have approved this Agreement and Plan of Merger and the merger contemplated hereby which was approved by the Board of Directors of CSC-DE pursuant to §251(f) of the Delaware General Corporation Law; and

WHEREAS, the Oregon Business Corporation Act ("OBCA") permits the merger of a business corporation of the State of Oregon with and into a business corporation of another jurisdiction; and

WHEREAS, the Delaware General Corporation Law ("DGCL") permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, CDC-OR and CSC-DE and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interest of said corporations and of the CDC-OR stockholders (there being no stockholders of CSC-DE) to merge CDC-OR with and into CSC-DE pursuant to the OBCA and pursuant to the DGCL upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by CDC-OR and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by CSC-DE and approved by a resolution adopted by its Board of Directors, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth in this Agreement and Plan of Merger.

1. The recitals to this Agreement are hereby incorporated herein and, by this reference, made a part hereof.

2. CDC-OR and CSC-DE shall, pursuant to the OBCA and the DGCL, be merged with and into a single corporation, to wit, CSC-DE, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes

hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the State of Delaware. The separate existence of CDC-OR, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time and date in accordance with the provisions of the OBCA.

3. The Certificate of Incorporation of CSC-DE, as the same shall be in force and effect at the effective time and date of the merger in the State of Delaware shall be the Certificate of Incorporation of the surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the State of Delaware.

4. The bylaws of CSC-DE, as shall be in force and effect at the effective time and date of the merger, shall be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the DCGL.

5. The directors and officers of CSC-DE in office at the effective time and date of the merger shall be the directors constituting the first Board of Directors and the first officers, respectively, of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

6. (a) Each issued and outstanding share of Common Stock of CDC-OR immediately prior to the effective time and date of the merger as reflected on Exhibit A hereto shall, at the effective time and date of the merger, be converted into one share of Common Stock of the surviving corporation. No shares of Common Stock of CSC-DE have been issued or are outstanding prior to the Merger.

(b) Each issued and outstanding option to purchase Common Stock of CDC-OR immediately prior to the effective time and date of the merger as reflected on Exhibit A hereto shall, at the effective time and date of the merger, be converted into an option to purchase the same number of shares of Common Stock of the surviving corporation under the same terms and conditions. No options to purchase Common Stock of CSC-DE have been issued or are outstanding prior to the Merger.

(c) Each issued and outstanding warrant to purchase Common Stock of CDC-OR immediately prior to the effective time and date of the merger as reflected on Exhibit A hereto shall, at the effective time and date of the merger, be converted into a warrant to purchase the same number of shares of Common Stock of the surviving corporation. No warrants to purchase Common Stock of CSC-DE have been issued or are outstanding prior to the Merger.

(d) Each issued and outstanding share of Series A Preferred Stock of CDC-OR immediately prior to the effective time and date of the merger as reflected on Exhibit A hereto shall, at the effective time and date of the merger, be converted into one share of Series A Preferred Stock of the surviving corporation. Such Series A Preferred Stock shall have the powers, preferences set forth in the Certificate of Designations attached to the Certificate of Incorporation of CSC-DE. No shares of Series A Preferred Stock of CSC-DE have been issued or are outstanding prior to the Merger.

(e) Each issued and outstanding share of Series B Preferred Stock of CDC-OR immediately prior to the effective time and date of the merger as reflected on Exhibit A hereto shall, at the effective time and date of the merger, be converted into one share of Series B Preferred Stock of the surviving corporation. No shares of Series B Preferred Stock of CSC-DE have been issued or are outstanding prior to the Merger. Such Series B Preferred Stock shall have the powers, preferences set forth in the Certificate of Designations attached to the Certificate of Incorporation of CSC-DE.

7. The Agreement and Plan of Merger herein made and approved has been submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the OBCA. There being no stockholders of CSC-DE, the Agreement and Plan of Merger has been submitted and approved by the Board of Directors of CSC-DE.

8. Each of the terminating corporation and the surviving corporation hereby stipulates that each will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Oregon and by the State of Delaware, and that each will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

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IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed on behalf of each of the constituent corporations parties thereto as of this 2nd day of May, 2001.

**CHROME SYSTEMS CORPORATION,**  
a Delaware corporation

By: *James P. Gilchrist*  
Title: President - James Adkisson

**CHROME DATA CORPORATION,**  
an Oregon corporation

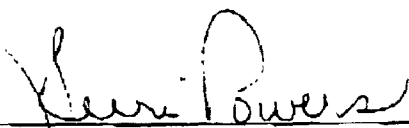
By: *James P. Gilchrist*  
Title: President - James Adkisson



CERTIFICATE OF SECRETARY  
OF  
CHROME SYSTEMS CORPORATION

The undersigned, being the Secretary of Chrome Systems Corporation, a Delaware corporation (the "Corporation"), does hereby certify that the foregoing Agreement and Plan of Merger has been adopted upon behalf of the Corporation pursuant to the provisions of Subsection (f) of Section 251 of the Delaware General Corporation Law, and that no shares of the Corporation were issued prior to the adoption by the Board of Directors of the Corporation of the resolution approving the Agreement and Plan of Merger.

Executed on this 2nd, day of May, 2001

By:   
Terri Powers, Secretary

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TOTAL P.15

RECORDED: 05/11/2001

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