

05-22-2001

Form PTO-1594 (Rev. 03/01) 5-17-01
OMB No. 0651-0027 (exp. 5/31/2002)



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

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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):
Magnetec Corporation
7 Laser Lane
Wallingford, CT 06492
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Connecticut
 Other _____

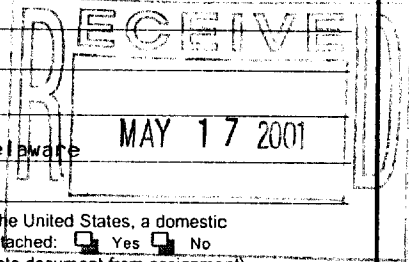
2. Name and address of receiving party(ies)
Name: TransAct Technologies Incorporated
Internal
Address: _____
Street Address: 7 Laser Lane
City: Wallingford State: CT Zip: 06492

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: December 7, 1999

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)

B. Trademark Registration No.(s) 1,355,079

Additional number(s) attached Yes No

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

Name: Barbara Villandry

Internal Address: _____

Street Address: Shipman & Goodwin LLP

One American Row

City: Hartford State: CT Zip: 06103-2819

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00 E

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

Thomas P. Flynn
Name of Person Signing

Thomas P. Flynn
Signature

5-15-01
Date

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

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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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 OWNERSHIP, WHICH MERGES:

"MAGNETEC CORPORATION", A CONNECTICUT CORPORATION,

WITH AND INTO "TRANSACT TECHNOLOGIES INCORPORATED" UNDER THE NAME OF "TRANSACT TECHNOLOGIES INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

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



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0152215

DATE: 12-20-99

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

MAGNETEC CORPORATION
(a Connecticut corporation)

INTO

TRANSACT TECHNOLOGIES INCORPORATED
(a Delaware corporation)

(Under Section 253 of the Delaware General Corporation Law)

It is hereby certified that:

1. TransAct Technologies Incorporated ("TransAct") is a business corporation of the State of Delaware.
2. TransAct is the owner of all of the outstanding shares of common stock of Magnetec Corporation, which is a business corporation of the State of Connecticut.
3. The laws of the jurisdiction of organization of Magnetec Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. TransAct hereby merges Magnetec Corporation into TransAct Technologies Incorporated.
5. The following is a copy of the resolutions adopted on December 7, 1999 by the Board of Directors of TransAct to merge the said Magnetec Corporation into TransAct Technologies Incorporated:

***RESOLVED**, that Magnetec Corporation be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Magnetec Corporation be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Magnetec Corporation in its name (the "Merger").

RESOLVED, that this Corporation assume all of the obligations of Magnetec Corporation.

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions and the Certificate of Merger setting forth a copy of the Plan of Merger (the "Plan") shall be 12:01 a.m. on January 1, 2000, and that, insofar as the General Corporation Law of the State of Delaware and the Connecticut Business Corporation Act shall govern the same, said time shall be the effective merger time.

RESOLVED, that the Plan, be, and hereby is, approved and adopted, certified, executed, and acknowledged.

RESOLVED, that the Board of Directors and duly authorized officers of Magnetec Corporation be, and they hereby are, authorized and empowered to take or cause to be taken any and all actions as they shall deem necessary or appropriate to carry out the terms of the Plan and effectuate the Merger.


RESOLVED, that the proper officers of this Corporation be and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to do and perform all such acts and things, and to execute and deliver all such documents, certificates, conveyances, transfers, instruments, agreements and assurances, and to make payments of all fees and expenses, and to take all such other action as they or any of them may deem necessary, advisable or convenient to carry out the terms of the Plan and effectuate the Merger."

IN WITNESS WHEREOF, the undersigned duly authorized officer of TransAct

Technologies Incorporated has executed this Certificate of Ownership and Merger as of this

7th day of December, 1999.

TransAct Technologies Incorporated

By: 
Bart C. Shuldman
Its President & Chief Executive Officer

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