



06-07-2001

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U.S. Patent & TMO/TM Mail Rpt Dt #11

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

1. Name of conveying party(ies):

FIBER OPTIONS, INC.

5-29-01

- Individual(s)
- General Partnership
- Corporation - New York
- Other _____

- Association
- Limited Partnership

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

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

SLC TECHNOLOGIES, INC.
12345 SW Leveton Drive
Tualatin, Oregon 97062-9938

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

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No
(Designations must be a separate document from assignment)

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: December 22, 1998

4. Application number(s) or patent number(s) listed below

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,429,310

Additional numbers attached? Yes No

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

Name: GLENN A. GUNDERSEN
DECHERT
4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA, PA. 19103-2793
TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: 1 _

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

- Enclosed
- Authorized to be charged to deposit account
(Including any underpayment)

8. Deposit account number: 04-0475

(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.

Glenn A. Gundersen
Name of Person Signing

Signature

May 29, 2001
Date

Total number of pages including cover sheet, attachments, and document: [5]

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

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"FIBER OPTIONS, INC.", A NEW YORK CORPORATION,

WITH AND INTO "SLC TECHNOLOGIES, INC." UNDER THE NAME OF "SLC TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

2328070 8100M

010226759



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1127992

DATE: 05-10-01

TRADEMARK
REEL: 002309 FRAME: 0708

CERTIFICATE OF OWNERSHIP AND MERGER

OF

FIBER OPTIONS, INC.
(a New York corporation)

into

SLC TECHNOLOGIES, INC.
(a Delaware corporation)

It is hereby certified that:

- 1. SLC Technologies, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.**
- 2. The Corporation is the owner of all of the outstanding shares of stock of Fiber Options, Inc., which is a business corporation of the State of New York.**
- 3. The laws of the jurisdiction of organization of Fiber Options, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.**
- 4. The Corporation hereby merges Fiber Options, Inc. into the Corporation.**
- 5. The following is a copy of the resolutions adopted on December 22, 1998 by the Board of Directors of the Corporation to merge the said Fiber Options, Inc. into the Corporation:**

"RESOLVED, that the Plan of Merger (attached as Exhibit A), merging FIBER OPTIONS, INC., a New York corporation, with and into this Corporation, to be effective as of the close of business on December 31, 1998 is hereby approved; and

FURTHER RESOLVED, that upon consummation of the merger pursuant to the Plan of Merger, this Corporation, as the surviving corporation, assume all the obligations and liabilities of Fiber Options, Inc.; and

FURTHER RESOLVED, that each of the President and any Vice President of this Corporation is authorized and directed to make and execute a Certificate of Ownership and Merger merging Fiber Options, Inc. into this Corporation, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and do to all acts and things whatsoever whether within

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or without the State of Delaware, which may be necessary or proper to effect said merger; and

FURTHER RESOLVED, that each of the President and any Vice President of this Corporation is authorized and directed to make and execute a Certificate of Merger and to cause such Certificate to be filed with the Secretary of State of New York and to do all acts and things whatsoever, whether within or without the State of New York which may be necessary or proper to effect such merger; and

FURTHER RESOLVED, that each of the President and any Vice President of this Corporation is hereby authorized and directed to take whatever action and to execute and deliver such documents and instruments as he or she may deem to be necessary or desirable to consummate and carry out the foregoing resolutions.

Executed on *12/02/98*

SLC TECHNOLOGIES, INC.

By: 
J.C. Cook, Vice President

PLAN OF COMPLETE LIQUIDATION BY MERGER

**of
FIBER OPTIONS, INC.
into
SLC TECHNOLOGIES, INC.**

THIS IS A PLAN OF COMPLETE LIQUIDATION BY MERGER (the "Plan of Merger" of FIBER OPTIONS, INC., a New York corporation adopted pursuant to section 332 of the Internal Revenue Code of 1986, as amended, the provisions of the New York Business Corporation Act and Section 275 of the Delaware General Corporation Law. The Plan was approved on December 22, 1998 by SLC TECHNOLOGIES, INC. a business corporation incorporated under the laws of the State of Delaware and by resolutions adopted by its Board of Directors on said date.

1. SLC TECHNOLOGIES, INC., a Delaware corporation, owns all of the outstanding stock of FIBER OPTIONS, INC. FIBER OPTIONS, INC. shall, pursuant to the provisions of the New York Business Corporation Law and pursuant to the provisions of the Delaware General Corporation Law, be merged into SLC TECHNOLOGIES, INC., which shall be the surviving corporation upon the effective date of the merger in the State of Delaware, and which is sometimes hereinafter referred to as the "parent corporation", and which shall continue to exist as said surviving corporation pursuant to the provisions of the Delaware General Corporation Law. The separate existence of FIBER OPTIONS, INC., which is a wholly-owned subsidiary of SLC TECHNOLOGIES, INC., and which is sometimes hereinafter referred to as the "subsidiary corporation", shall cease upon the effective date of the merger in accordance with the provisions of the New York Business Corporation Act and the parent corporation shall assume all of the liabilities of the subsidiary corporation.

2. The Articles of Incorporation of the parent corporation upon the effective date of the merger in the State of Delaware shall be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

3. The issued shares of the subsidiary corporation shall not be converted or exchanged in any manner inasmuch as the parent corporation presently owns all of the outstanding shares of said subsidiary corporation and will continue to own said shares prior to the adoption of the Plan of Merger and prior to the effective date thereof. Each of the issued shares of the subsidiary corporation shall be surrendered and extinguished upon the effective date of the merger in the jurisdiction of its organization. The issued shares of the parent corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger in the State of New York shall continue to represent one issued share of the parent corporation.

4. This Plan of Merger having been duly approved and adopted on behalf of the parent corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and the merger of the subsidiary corporation into the parent corporation having been fully authorized in accordance with the provisions of said General Corporation Law of the State of Delaware, and, this Plan of Merger having been

fully approved on behalf of the subsidiary corporation in the manner prescribed by the provisions of the New York Business Corporation Act, the parent corporation and the subsidiary corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document prescribed by the laws of the State of Delaware and the laws of the State of New York, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

5. Any officer of the parent corporation and any officer of the subsidiary corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the General Corporation Law of the State of Delaware and the Board of Directors and the proper officers of the parent corporation and of the subsidiary 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 Plan of Merger or of the merger herein provided for.

6. Notwithstanding the full approval and adoption of this Plan of Merger upon behalf of the parent corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and the full authorization of the merger in accordance therewith, and notwithstanding the full approval of this Plan of Merger may be terminated at any time prior to the effective date of this Plan of Merger.

7. The effective date of this Plan of Merger and of the merger therein provided for shall be, insofar as the provisions of the General Corporation Law of the State of Delaware shall govern, as of the close of business on the date of filing.