

MRD
7.20.01

07-26-2001

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

RE



101788805

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):
Sofanou Electronics, Inc.

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 24, 2001

2. Name and address of receiving party(ies)
Name: Sofanou Inc.
Internal Address: _____
Address: _____
Street Address: 2041 East Square Lake Road #400
City: Troy State: MI Zip: 48098

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Michigan
 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) 1,646,019
1,968,753

Additional number(s) attached Yes No

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

Name: Becky L. Troutman

Internal Address: _____

Street Address: P.O. Box No. 190187

City San Francisco State: CA Zip: 94119

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

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.

Becky L. Troutman
Name of Person Signing

Becky L. Troutman
Signature

July 20, 2001
Date

6

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

07/26/2001 LNUELLER 00000051 1646019

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

01 FC:481
02 FC:482

40.00 OP
25.00 OP

TRADEMARK
REEL: 002334 FRAME: 0049

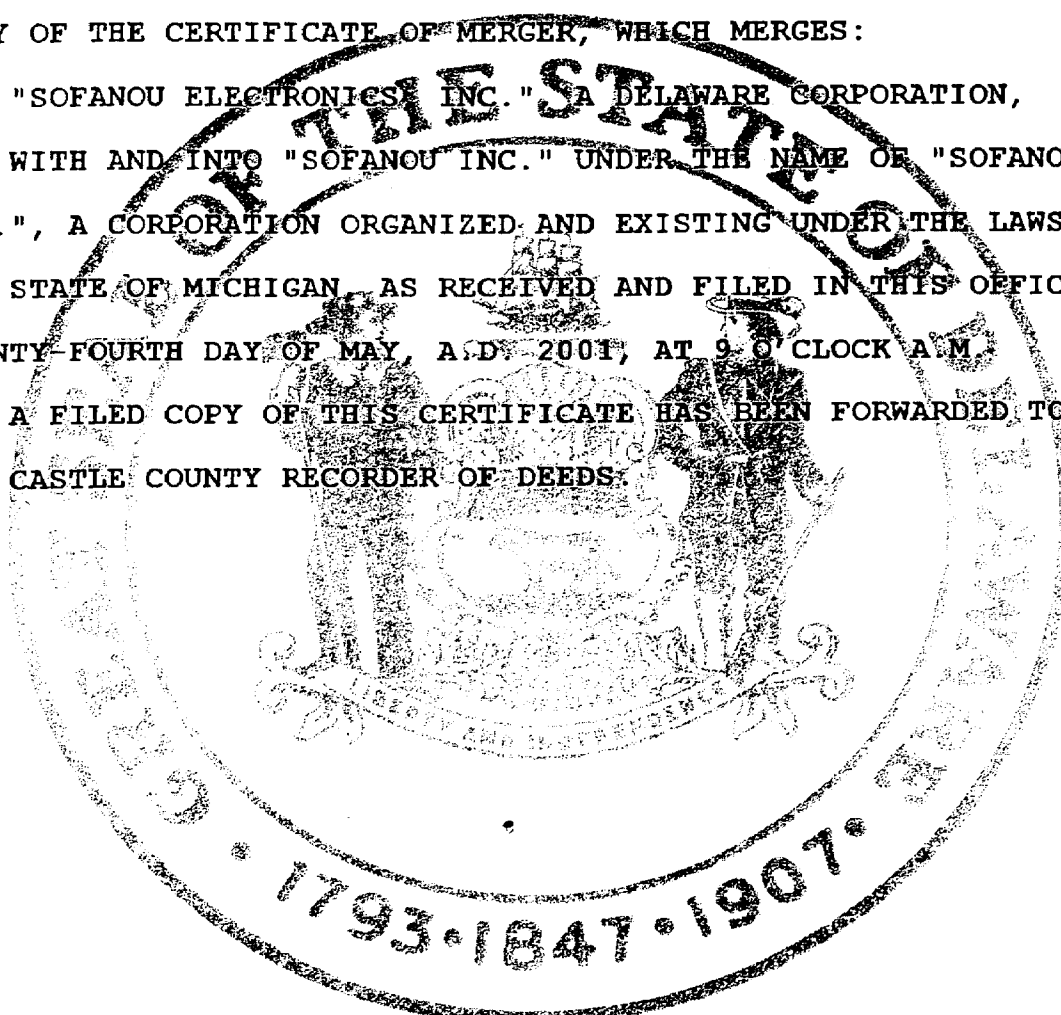
State of Delaware
Office of the Secretary of State

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 MERGER, WHICH MERGES:

"SOFANOU ELECTRONICS, INC." A DELAWARE CORPORATION,
WITH AND INTO "SOFANOU INC." UNDER THE NAME OF "SOFANOU
INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF
THE STATE OF MICHIGAN, AS RECEIVED AND FILED IN THIS OFFICE THE
TWENTY-FOURTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1152449

DATE: 05-24-01

3395966 8100M

010249553

TRADEMARK
REEL: 002334 FRAME: 0050

CERTIFICATE OF MERGER

OF

SOFANOU ELECTRONICS, INC.
(a Delaware corporation)

AND

SOFANOU INC.
(a Michigan corporation)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) SOFANOU ELECTRONICS, INC., which is incorporated under the laws of the State of Delaware; and

(ii) SOFANOU INC., which is incorporated under the laws of the State of Michigan.

2. A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by SOFANOU ELECTRONICS, INC. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware, and by SOFANOU INC. in accordance with the laws of the State of its incorporation.

3. The name of the surviving corporation in the merger herein certified is SOFANOU INC., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of its incorporation.

4. The Articles of Incorporation of SOFANOU INC., as now in force and effect, shall continue to be the Articles of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of its incorporation.

5. The executed Plan and Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: Sofanou Inc., 2041 East Square Lake Road, Suite 400, Troy, Michigan 48098.

6. A copy of the aforesaid Plan and Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of SOFANOU ELECTRONICS, INC., as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of SOFANOU ELECTRONICS, INC. as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Burton K. Haimes, Esq.
Thelen Reid & Priest LLP
40 West 57th Street
New York, New York 10019-4097

Dated: May 24, 2001

SOFANOU ELECTRONICS, INC.

By: Burton K. Haimes
Burton K. Haimes
Secretary

Dated: May 24, 2001

SOFANOU INC.

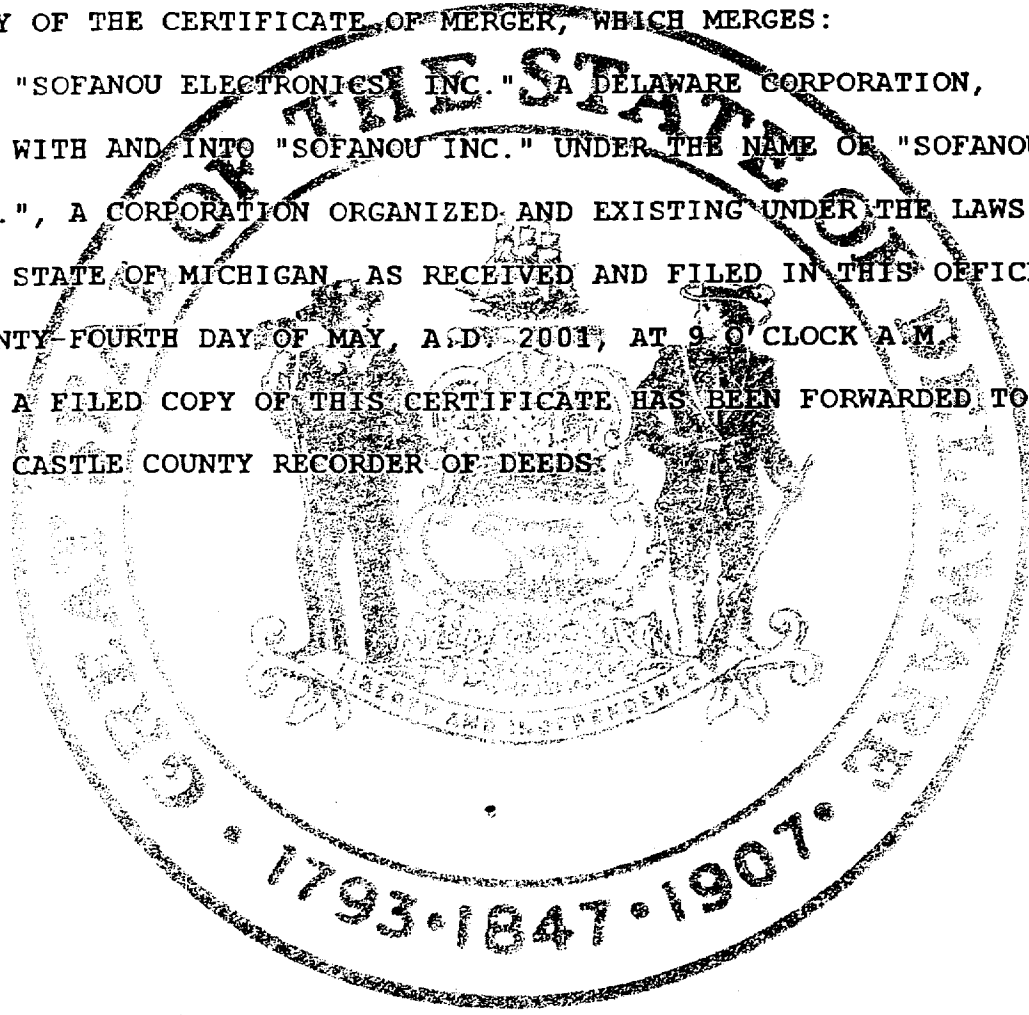
By: Burton K. Haimes
Burton K. Haimes
Secretary

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 MERGER, WHICH MERGES:

"SOFANOU ELECTRONICS, INC." A DELAWARE CORPORATION, WITH AND INTO "SOFANOU INC." UNDER THE NAME OF "SOFANOU INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MICHIGAN, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1152449

DATE: 05-24-01

TRADEMARK
REEL: 002334 FRAME: 0053

3395966 8100M

010249553

CERTIFICATE OF MERGER

OF

SOFANOU ELECTRONICS, INC.
(a Delaware corporation)

AND

SOFANOU INC.
(a Michigan corporation)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) SOFANOU ELECTRONICS, INC., which is incorporated under the laws of the State of Delaware; and

(ii) SOFANOU INC., which is incorporated under the laws of the State of Michigan.

2. A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by SOFANOU ELECTRONICS, INC. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware, and by SOFANOU INC. in accordance with the laws of the State of its incorporation.

3. The name of the surviving corporation in the merger herein certified is SOFANOU INC., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of its incorporation.

4. The Articles of Incorporation of SOFANOU INC., as now in force and effect, shall continue to be the Articles of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of its incorporation.

5. The executed Plan and Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: Sofanou Inc., 2041 East Square Lake Road, Suite 400, Troy, Michigan 48098.

6. A copy of the aforesaid Plan and Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of SOFANOU ELECTRONICS, INC., as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of SOFANOU ELECTRONICS, INC. as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Burton K. Haimes, Esq.
Thelen Reid & Priest LLP
40 West 57th Street
New York, New York 10019-4097

Dated: May 24, 2001

SOFANOU ELECTRONICS, INC.

By: Burton K. Haimes
Burton K. Haimes
Secretary

Dated: May 24, 2001

SOFANOU INC.

By: Burton K. Haimes
Burton K. Haimes
Secretary