

02-01-2002



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Form PTO-1594
(Rev. 03/01)
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Tab settings =>>>

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): Greenleaf Technology Corporation *1-15-02*
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware Other ___
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Greenleaf Technology Corporation
Internal _____
Address: _____
Street Address: 244 C Avenue
City: Coronado
State: California Zip: 92118
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: December 31, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
1,949,881; 2,028,502; 2,029,913;
1,492,913; 1,219,723; 1,150,794; 1,176,867;
1,180,846; 1,153,655

5. Name and address of party to whom correspondence concerning document should be mailed.
Name: Thomas J. Edgington, Esq.
Internal Address: Kirkpatrick & Lockhart LLP
Henry W. Oliver Building
Street Address: 535 Smithfield Street
City: Pittsburgh State: PA Zip: 15222-2312

6. Total number of applications and registrations involved: 9
7. Total fee (37 CFR 3.41).....\$ 240.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
11-1110
(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 redacted copy of the original document.
Thomas J. Edgington
Name of Person Signing

Signature
1-15-02
Date

Total number of pages including cover sheet, attachments, and document: 6

Delaware

PAGE 1

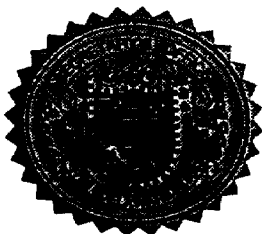
The First State

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:

"GREENLEAF TECHNOLOGY CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "GREENLEAF TECHNOLOGY CORPORATION" UNDER THE NAME OF "GREENLEAF TECHNOLOGY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 4 O'CLOCK P.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: 1539377

DATE: 01-04-02

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**CERTIFICATE OF MERGER
OF
GREENLEAF TECHNOLOGY CORPORATION**
(a Delaware corporation)

AND

GREENLEAF TECHNOLOGY CORPORATION
(a California corporation)

It is hereby certified that:

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

(i). Greenleaf Technology Corporation, which is incorporated under the laws of the State of Delaware ("Greenleaf Delaware"); and

(ii). Greenleaf Technology Corporation, which is incorporated under the laws of the State of California ("Greenleaf California").

2. An 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 Greenleaf Delaware in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware and by Greenleaf California in accordance with the laws of the State of California.

3. Greenleaf California is the surviving corporation in the merger. The name of the surviving corporation in the merger herein certified is Greenleaf Technology Corporation, 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 California.

4. The Articles of Incorporation of Greenleaf California, 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 California.

5. The executed 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: 244 C Avenue, Coronado, CA 92118.

6. A copy of the aforesaid Agreement of Merger will be furnished by the

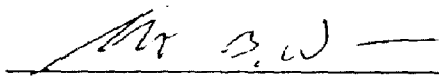
aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

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 Greenleaf Delaware, 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 Greenleaf Delaware 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: 244 C Avenue, Coronado, CA 92118.

8. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified is intended to be effective on December 31, 2001; at 4:00 p.m. EST

Dated: December 30, 2001

GREENLEAF TECHNOLOGY CORPORATION
(a Delaware corporation)

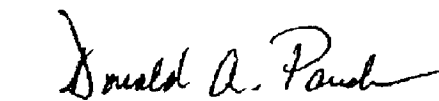


By:

Gilbert Warren, Vice President

Dated: December 30, 2001

GREENLEAF TECHNOLOGY CORPORATION
(a California corporation)



By:

Donald A. Panek, Secretary