

02-26-2002

FORM PTO-1594 (Substitute)

RI



IEET

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

To the Director of the U.S. Patent and Trad

101992193

ginal documents or copy thereof.

1. Name of conveying party(ies): 2-4-02
AMERICAN AUTO-MATRIX, INC.

- Individual
- General Partnership
- Corporation-Pennsylvania
- Other: _____
- Association
- Limited Partnership

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

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

Name: VISLINK, INC.

Address: 101 Billerica Avenue, Building 6

City: North Billerica State: MA Zip: 01862

- 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

3. Nature of conveyance:

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

Execution Date: December 31, 2001

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

A. Trademark Application No(s).

SEE ATTACHED

B. Trademark Registration No(s).

SEE ATTACHED

Additional numbers attached? Yes No

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

Name: Stacy K. Feczko, Esq.

REED SMITH LLP

Address: P.O. Box 488

City: Pittsburgh State: PA Zip: 15230

6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 2.6(b)(6)): \$415.00

- Enclosed
- Authorized to be charged to deposit account
- Charge any deficiency to deposit account

8. Deposit account number: 18-0582

(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 and copy of the original document.

Stacy K. Feczko
Name of Person Signing

Stacy K Feczko
Signature

January 10, 2002
Date

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

Mail documents to be recorded with required cover sheet information to:
Director of the U.S. Patent and Trademark Office, Box Assignments
Washington, D.C. 20231

02/25/2002 6TON11 00000061 75516892

01 FC:481 40.00 OP
02 FC:482 375.00 OP

PC/HUB-0891016-01-JLBURTRN
January 9, 2002 2:30 PM

TRADEMARK
REEL: 002448 FRAME: 0704

1.A Additional Conveying Party(ies) Name(s) To Be Recorded

4.A Additional Trademark Application Serial Numbers To Be Recorded

AUTO-ASSIST	75/516892
AUTO-PILOT	75/516153

4.B Additional Trademark Registration Numbers To Be Recorded

A (STYLIZED)	2353165
AI2100 (STYLIZED)	1308741
AMERICAN AUTO-MATRIX (STYLIZED)	1342122
AMERICAN AUTO-MATRIX (STYLIZED)	2427282
AMERICAN AUTO-MATRIX AND DESIGN	2409143
AUTO-FLOW	1995921
AUTO-MATRIX	2271968
FIBERDROP (STYLIZED)	1695906
MISCELLANEOUS DESIGN	2435609
ORATOR	2354563
SAGE	1767242
SMART BUILDING SOLUTIONS	2471904
THE BUILDING BRAIN	1312114
SOLUTION INTEGRATOR	2526199

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:

"AMERICAN AUTO-MATRIX, INC.", A PENNSYLVANIA CORPORATION, WITH AND INTO "VISLINK, INC." UNDER THE NAME OF "VISLINK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 9:01 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.

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: 1536699

DATE: 01-02-02

3254657 8100M

010673903

TRADEMARK
REEL: 002448 FRAME: 0706

CERTIFICATE OF MERGER
OF
AMERICAN AUTO-MATRIX, INC.
(A Pennsylvania Corporation)
INTO
VISLINK, INC.
(A Delaware Corporation)


(Pursuant to Section 264 of the General Corporation Law of the State of Delaware)

VISLINK, INC., hereby certifies that:

- FIRST:** The name and state of incorporation/formation of each of the constituent entities are:
 - (a) Vislink, Inc., a Delaware corporation (the "Surviving Corporation"); and
 - (b) American Auto-Matrix, Inc., a Pennsylvania corporation (the "Merged Company").
- SECOND:** An Agreement and Plan of Merger (the "Plan") has been approved, adopted, certified, executed and acknowledged by the Surviving Corporation and by the Merged Company in accordance with the provisions of subsection (c) of Section 264 of the General Corporation Law of the State of Delaware and Section 1921 of the Pennsylvania Business Corporation Law of 1988, respectively.
- THIRD:** The name of the Surviving Corporation is Vislink, Inc.
- FOURTH:** The Amended and Restated Certificate of Incorporation of the Surviving Corporation shall be its Amended and Restated Certificate of Incorporation.
- FIFTH:** The executed Plan is on file at the principal place of business of the Surviving Corporation at 101 Billerica Avenue, Building Six, North Billerica, MA 01862.
- SIXTH:** A copy of the Plan will be furnished by the Surviving Corporation on request and without cost, to any stockholder of the Surviving Corporation or shareholder of the Merged Company.
- SEVENTH:** The Effective Date of the merger contemplated by the Plan shall be December 31, 2001.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of the 28th day of December, 2001.

Vislink, Inc.

By: 

Ian Scott-Gall, *President*