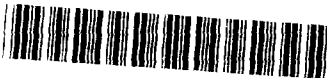


05-02-2002



REC

102076107

U.S. Department of Commerce  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

1. Name and address of conveying party(ies): **4-17-02**

Name: Beltone Electronics Corporation  
 Address: 4201 West Victoria Street  
Chicago, IL 60646 U.S.A.

Individual  Association  
 General Partnership  Limited Partnership  
 Corporation, State of California  
 Other: \_\_\_\_\_

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

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

Name: Beltone Electronics Corporation LLC  
 Address: 4201 West Victoria Street  
Chicago, IL 60646 U.S.A.

Individual(s) citizenship: \_\_\_\_\_  
 Association: \_\_\_\_\_  
 General Partnership: \_\_\_\_\_  
 Limited Partnership: \_\_\_\_\_  
 Corporation, State of: Delaware  
 Other: \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designation must be a separate document from Assignment)  
 Additional name(s) of receiving party(ies) attached?  
 Yes  No

3. Nature of Conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other: \_\_\_\_\_

Execution Date: December 27, 2001

B. Trademark Registration Number(s):

Additional numbers attached?  Yes  No

4. Application Number(s) or Registration Number(s):

A. Trademark Application Number(s):  
76/061,226

Additional numbers attached?  Yes  No

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

Name: Mary Dougherty, Trademark Administrator  
 Address: McCutchen, Doyle, Brown, & Enersen LLP  
Three Embarcadero Center, Suite 1800  
San Francisco, California 94111

6. Total applications and registrations involved: 1

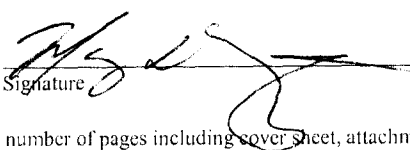
7. Total fee (37 C.F.R. § 3.41)(\$40.00 per assignment): \$40.00

Enclosed  
 Authorized to be charged to deposit account.  
 The Commissioner is authorized to charge underpayment of any fees or credit any overpayment to deposit Account Number 501193.

8. Deposit Account Number: 501193

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.

Name: Mary Dougherty  
 Signature:   
 Date: 4-17-02

Total number of pages including cover sheet, attachments and document: 3

05/01/2002 DBYRNE 00000024 76061226  
01 FC:481 40.00 DP

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

# Delaware

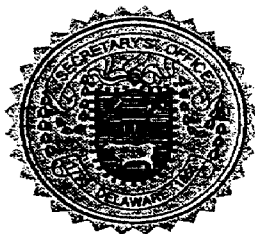
PAGE 1

*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:

"BELTONE ELECTRONICS CORPORATION", A ILLINOIS CORPORATION, WITH AND INTO "BELTONE ELECTRONICS CORPORATION LLC" UNDER THE NAME OF "BELTONE ELECTRONICS CORPORATION LLC", A LIMITED LIABILITY COMPANY 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 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2002, AT 12:01 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1536283

3469492 8100M

010674704

DATE: 01-02-02

**TRADEMARK**  
**REEL: 002496 FRAME: 0801**

**CERTIFICATE OF MERGER**  
**OF**  
**BELTONE ELECTRONICS CORPORATION**  
**AND**  
**BELTONE ELECTRONICS CORPORATION LLC**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

1. The name of the surviving limited liability company is Beltone Electronics Corporation LLC, a Delaware limited liability company.
2. The name of the corporation being merged into this surviving limited liability company is Beltone Electronics Corporation. The jurisdiction in which this corporation was formed is Illinois.
3. The Agreement of Merger has been approved and executed by both the corporation and the limited liability company.
4. The name of the surviving limited liability company is Beltone Electronics Corporation LLC.
5. The effective time of the merger is 12:01 a.m. January 1, 2002.
6. The executed Agreement of Merger is on file at 4201 W. Victoria, Chicago, Illinois 60646, the principal place of business of the surviving limited liability company.
7. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, this 27th day of December, 2001.

By: X   
 Authorized Person

Name: JAMES M. CURRAN  
 Print or Type

STATE OF DELAWARE  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 FILED 03:00 PM 12/28/2001  
 010674704 - 3469492