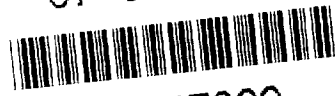


07-09-2002

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



102147399

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

To the Honorable Commissioner of Patent and Trademark, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
ERDAS, Inc. *06/17/02*

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State - Georgia  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)  
Name: ERDAS LLC  
Internal  
Address: \_\_\_\_\_

Street Address: 2801 Buford Highway, Suite 300

City: Atlanta State: GA Zip: 30329-2137

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other Limited Liability Company

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: April 17, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/160,152; 76/314,312; 76/027,210; 76/160,153

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) 1,158,576; 1,767,947; 2,004,823; 2,269,418; 2,001,814; 2,270,963; 2,487,206; 2,279,691; 1,899,680; 2,261,358; 2,421,928; 1,924,494; 2,259,754

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

Name: Elizabeth Ann Morgan

Internal Address: \_\_\_\_\_

07/09/2002 TBIAZ1 00000010 76160152

<u>01 FC:481</u>	<u>40.00 DP</u>
<u>02 FC:482</u>	<u>400.00 DP</u>

Street Address: Powell, Goldstein, Frazer & Murphy LLP  
191 Peachtree Street NE, 16<sup>th</sup> Floor  
City: Atlanta State: GA Zip: 30303

6. Total number of applications and registrations involved: ..... 17

7. Total fee (37 CFR 3.41) ..... \$440.00

Enclosed

Authorized to be charged to deposit account  
ANY FEE DEFICIENCIES OR OVERPAYMENT.

8. Deposit account number:  
50-1429

DO NOT USE THIS SPACE

9. Signature.

Elizabeth Ann Morgan                      *[Signature]*                      6-17-02  
Name of Person Signing                      Signature                      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 Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER : C221771  
EFFECTIVE DATE : 05/04/2002  
JURISDICTION : GEORGIA  
REFERENCE : 0045  
PRINT DATE : 05/03/2002  
ELECTED CONTROL : H903804  
FORM NUMBER : 357

CT CORPORATION SYSTEM  
PATTIE HARDY  
1201 PEACHTREE STREET, NE  
ATLANTA, GA 30361

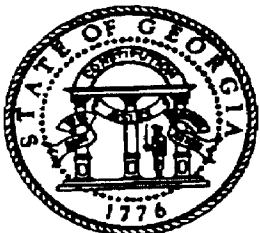
**CERTIFICATE OF ORGANIZATION BY ELECTION**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**ERDAS LLC**  
**A GEORGIA LIMITED LIABILITY COMPANY**

has been duly organized under the laws of the State of Georgia on the effective date stated above by the filing of a certificate of election and articles of organization in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in cursive script, appearing to read "Cathy Cox".

Cathy Cox  
Secretary of State

**CERTIFICATE OF ELECTION  
OF  
ERDAS, INC. TO CONVERT TO  
LIMITED LIABILITY COMPANY**

The undersigned ERDAS, Inc., a Georgia corporation, does hereby certify that:

**First:** The name of the corporation is ERDAS, Inc. (the "Corporation").

**Second:** The Corporation elects to become a Georgia limited liability company, ERDAS LLC (the "LLC") pursuant to Official Code of Georgia Annotated (the "Georgia Code") Section 14-11-212.

**Third:** The conversion shall be effective as of 12:01 a.m., Eastern Standard Time, May 4, \_\_\_\_\_, 2002.

**Fourth:** The election of conversion has been approved in compliance with Section 14-2-1109.1 and 14-11-212 of the Georgia Code.

**Fifth:** Filed herewith are the LLC's Articles of Organization that shall be the Articles of Organization pursuant to this election unless and until modified in accordance with the Georgia Limited Liability Company Act. Such Articles are in the form required by Section 14-11-204 of the Georgia Code and set forth a name for the LLC that satisfies the requirements of Section 14-11-207 of the Georgia Code.

**Sixth:** A written operating agreement, effective upon the filing of this Certificate of Election, has been entered into by the person who will be the sole initial member of the LLC and such operating agreement sets forth the manner and basis for converting all of the Corporation's issued and outstanding stock to the interest of the sole initial member of the LLC.

**IN WITNESS WHEREOF,** the undersigned has executed this Certificate of Election this 27<sup>th</sup> day of April \_\_\_\_\_ 2002.

ERDAS, Inc.

By: [Signature]  
Name: Lawdie E. Jordan, III  
Title: President

Attest:

By: [Signature]  
Name: Bruce Q. Rado  
Title: Vice President

CORPORATIONS DIVISION  
2002 APR 19 P 3 39  
SECRETARY OF STATE

ARTICLES OF ORGANIZATION  
OF  
ERDAS LLC

The name of the limited liability company is ERDAS LLC (the "Company").

These Articles shall be effective as of 12:01 a.m., Eastern Standard Time,  
MAY 4<sup>th</sup> 2002.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization of  
ERDAS LLC this 17<sup>th</sup> day of April 2002.

Leica Geosystems Holdings, Inc.  
Organizer

By: [Signature]  
Name: J. J. HESS  
Title: DIRECTOR

Attest:  
By: [Signature]  
Name: C. H. LEU  
Title: DIRECTOR

SECRETARY OF STATE  
2002 APR 19 P 3:39  
CORPORATIONS DIVISION

# Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 021560601  
CONTROL NUMBER : 0221771  
DATE INC/AUTH/FILED: 05/04/2002  
JURISDICTION : GEORGIA  
PRINT DATE : 06/05/2002  
FORM NUMBER : 215

CT CORPORATION SYSTEM  
MARIE PROFFITT  
1201 PEACHTREE STREET, NE  
ATLANTA, GA 30361

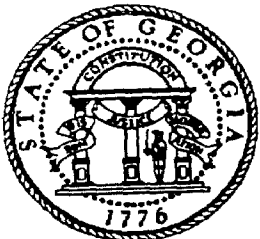
## CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

### ERDAS LLC A GEORGIA LIMITED LIABILITY COMPANY

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox  
Secretary of State

RECORDED: 06/17/2002

TRADEMARK  
REEL: 002540 FRAME: 0032