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

REC 102221826 TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):

Triple S Engineering, Inc.

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other California corporation

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: 03/30/2000

2. Name and address of receiving party(ies)

Name: Oz Technologies, Inc.

Internal

Address:

Street Address: 3387 Investment Blvd.

City: Hayward State: CA Zip: 94545

- 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
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) 1,960,299

Additional number(s) attached Yes No

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

Name: Donald L. Beeson

Internal Address:

Street Address: One Kaiser Plaza, Suite 2360

City: Oakland State: CA Zip: 94612

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

19-2383

FINANCE SECTION
SEP 11 10 57 AM '02

DO NOT USE THIS SPACE

9. Signature.

Donald L. Beeson

Name of Person Signing

Signature

September 5, 2002

Date

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

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

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Conf. of Assembly

State of California

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



Bill Jones

Secretary of State

A0543389

**CERTIFICATE OF OWNERSHIP
OF
OZ TECHNOLOGIES, INC.**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

PR 03 2000

(Pursuant to Section 1110 of the General
Corporation Law of the State of California)

BILL JONES, Secretary of State

C. Zane Close and Randal L. Bunes certify that:

1. They are the President and Secretary, respectively, of OZ Technologies, Inc., a California corporation (the "Corporation").
2. The Corporation owns 100% of the outstanding shares of capital stock of Triple S Engineering, Inc., a California corporation.
3. The Corporation, by the following resolutions of its Board of Directors, duly adopted on the 30th day of MARCH, 2000, determined to merge Triple S Engineering, Inc. with and into itself on the terms and conditions set forth in such resolutions:

WHEREAS, the Corporation is the legal and beneficial owner of all of the outstanding shares of capital stock of Triple S Engineering, Inc., a California corporation ("TSE"); and

WHEREAS, it is in the best interests of the Corporation to merge TSE with and into the Corporation pursuant to Section 1110 of the California General Corporation Law (the "CGCL").

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation approves the merger of TSE with and into the Corporation, wherein the terms of the merger are as follows:

1. upon the effectiveness of the merger, each outstanding share of capital stock of TSE shall cease to be outstanding, without any payment being made in respect thereof, and
2. the Corporation shall be the surviving corporation of the merger and shall assume all of the liabilities and obligations of TSE.

RESOLVED FURTHER, that C. Zane Close be, and hereby is, elected as President of the Corporation, to serve until his successor has been duly elected and qualified;

RESOLVED FURTHER, that the proper officers of the Corporation be, and they hereby are, directed (i) to make and execute a Certificate of Ownership meeting the requirements of Section 1110 of the CGCL and setting forth a copy of the resolutions to so merge TSE with and into the Corporation and providing for the Corporation to assume TSE's obligations and the date of adoption thereof, and

to cause the same to be filed with the Secretary of State of the State of California; and (ii) to do all acts and things whatsoever, whether within or without the State of California, which may be necessary or proper to effect said merger;

RESOLVED FURTHER, that the proper officers of the Corporation be, and each of them hereby is authorized, empowered and directed to take any action in the name and on behalf of the Corporation which such officer deems necessary or appropriate to obtain a certificate of satisfaction of the California Franchise Tax Board that all taxes imposed by the California Bank and Corporation Tax Law have been paid or secured with respect to TSE or the Corporation, and to take all such further action as such officer or officers may deem necessary or advisable in connection therewith;


RESOLVED FURTHER, that said merger shall become effective upon the filing of a Certificate of Ownership with the Secretary of State of the State of California;

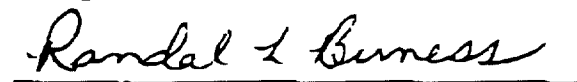
RESOLVED FURTHER, that the Amended Articles of Incorporation of the Corporation shall remain unchanged by the merger and in full force and effect until further amended in accordance with the CGCL; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed in the name and on behalf of the Corporation or otherwise, to make all such arrangements, to do and perform all such acts and things, and to execute and deliver all such officers' certificates and such other instruments and documents as they may deem necessary or appropriate in order to effectuate fully the purpose of each and all the foregoing resolutions (hereby ratifying and confirming any and all actions taken heretofore and hereafter to accomplish such purposes, all or singular).

Each of the undersigned declares under penalty of perjury that the matters set out in the foregoing Certificate are true of his own knowledge.

Executed at Gilbert, Arizona on 3/30, 2000.


C. Lane Close, President


Randal L. Bunes, Secretary

