

FORM PTO-1584

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

TRADEMARKS ONLY

1-31-92

Tab settings

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

<p>1. Name of conveying party(ies):</p> <p>DataBeam Corporation 230 Lexington Green Circle Lexington, KY 40503</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership            <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation    Kentucky  <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Lotus Development Corporation 55 Cambridge Parkway Cambridge, Massachusetts 02142</p> <p><input type="checkbox"/> Individual(s) Citizenship  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation    Delaware  <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)  Additional name(s) &amp; address(s) attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                              <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement                  <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other:</p> <p>Effective Date: September 25, 2001</p>	


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

<p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s)</p> <p>1,759,646 1,767,280</p> <p>Additional Numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: James E. Rosini, Esq. Address: KENYON &amp; KENYON One Broadway New York, New York 10004</p>	<p>6. Total number of applications and registrations involved: 2</p> <p>7. Total fee (37 C.F.R. 3.41) ..... \$65  <input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 11-0600</p>
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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.*

<p>Jean E. Pelkowski Name of Person Signing</p>	 Signature	<p>DECEMBER 11, 2002 Date</p> <p>Total number of pages comprising cover sheet:</p>
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OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks  
Box Assignments  
Washington DC 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0605-0011), Washington, D.C. 20503

*State of Delaware**Office of the Secretary of State* PAGE 1

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 OWNERSHIP, WHICH MERGES:

"DATABASEAM CORPORATION", A KENTUCKY CORPORATION,  
WITH AND INTO "LOTUS DEVELOPMENT CORPORATION" UNDER THE NAME OF "LOTUS DEVELOPMENT CORPORATION", 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 SEPTEMBER, A.D. 2001, AT 2 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

0936165 8100M

010483719

AUTHENTICATION: 1366684

DATE: 09-28-01

TRADEMARK

REEL: 2586 FRAME: 0730

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:00 PM 09/26/2001  
010483719 - 0936165

**SUBSIDIARY INTO PARENT  
Section 293**

**CERTIFICATE OF OWNERSHIP  
MERGING  
DATABEAM CORPORATION  
INTO  
LOTUS DEVELOPMENT CORPORATION**

Lotus Development Corporation, a corporation incorporated on the 23rd day of April, 1982, pursuant to the provisions of the General Corporation Law of the State of Delaware;

**DOES HEREBY CERTIFY** that this Corporation owns 100% of the capital stock of Databeam Corporation, a corporation incorporated on the 7th day of April, 1976, pursuant to the provisions of the Kentucky Revised Statutes, and that this Corporation, by resolution of its Board of Directors duly adopted at a meeting held on the 25th day of September, 2001, determined to and did merge into itself said Databeam Corporation with effect from the 1st day of October, 2001, which resolution is in the following words to wit:

**WHEREAS** this Corporation lawfully owns 100% of the outstanding stock of Databeam Corporation, a corporation organized and existing under the laws of the State of Kentucky, and


**WHEREAS** this Corporation desires to merge into itself the said Databeam Corporation, and to be possessed of all the estate, property, rights, privileges and franchises of said Databeam Corporation with effect from October 1, 2001.

**NOW, THEREFORE, BE IT RESOLVED:** that this Corporation adopts the Plan of Merger dated the 25th day of September, 2001, annexed hereto as Appendix A, and hereby merges into itself said Databeam Corporation and assumes all of its liabilities and obligations with effect from October 1, 2001, and

**FURTHER RESOLVED,** that an authorized officer of this Corporation be and he/she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said Databeam Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

**FURTHER RESOLVED,** that the officers of this Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the States of Delaware and/or Kentucky; which may be in any way necessary or proper to effect said merger.

**IN WITNESS WHEREOF,** the said Lotus Development Corporation has caused its corporate seal to be affixed and this certificate to be signed by Mark Neil, an authorized officer this 25th day of September, 2001.

By:   
Name: Mark L. Neil  
Title: Vice President & Director

**LOTUS DEVELOPMENT CORPORATION****UNANIMOUS CONSENT OF  
THE BOARD OF DIRECTORS  
IN LIEU OF MEETING**

The undersigned, being all the Directors of Lotus Development Corporation hereby take the following action by written consent without a meeting, which action shall have the same effect as if duly adopted at a meeting duly called and held.

**WHEREAS**, this Corporation lawfully owns 100% of the capital stock of Databeam Corporation, a corporation organized and existing under the laws of the State of Kentucky, and

**WHEREAS**, this Corporation desires to merge into itself the said Databeam Corporation, and to be possessed of all the estate, property, rights, privileges and franchises of said Databeam Corporation with effect from October 1, 2001.

**NOW, THEREFORE, BE IT RESOLVED**, that this Corporation adopts the Plan of Merger dated the 25th day of September, 2001, annexed hereto as Appendix A, and hereby merges into itself said Databeam Corporation and assumes all of its liabilities and obligations with effect from October 1, 2001, and

**FURTHER RESOLVED**, that an authorized officer of this Corporation be and he/she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said Databeam Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

**FURTHER RESOLVED**, that the officers of this Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the States of Delaware and/or Kentucky; which may be in any way necessary or proper to effect said merger.

**WITNESS**: the signature of the undersigned who are all of the members of the Board of Directors of Lotus Development Corporation as of the 25th day of September, 2001, and who hereby waive call and notice of a special meeting of the Board of Directors.

  
Jung-Ock Starrett

  
Mark Neil

**APPENDIX A**  
**PLAN OF MERGER**

**AGREEMENT OF MERGER**, dated this 25th day of September 2001, pursuant to Section 271B.11-040 of the Kentucky Revised Statutes, between among **DATABEAM CORPORATION** of 230 Lexington Green Circle, Lexington, KY 40503 ("Databeam") and **LOTUS DEVELOPMENT CORPORATION** of One Rogers Street, Cambridge, MA 02142 ("Lotus").

**WITNESSETH** that:

**WHEREAS**, Lotus, a corporation organized and existing under the laws of the State of Delaware, lawfully owns 100% of the capital stock of Databeam, a corporation organized and existing under the laws of the State of Kentucky, and

**WHEREAS**, Lotus desires to merge into itself Databeam and to be possessed of all the estate, property, rights, privileges and franchises of Databeam with effect from October 1, 2001.

**NOW THEREFORE**, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

**FIRST:** That Lotus, owning 100% of the capital stock of Databeam, merges into itself Databeam with effect from October 1, 2001 and Lotus shall be the surviving corporation.

**SECOND:** The Certificate of Incorporation of Lotus, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

**THIRD:** The manner of converting the outstanding shares of the capital stock of Databeam into the share or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) The aggregate number of shares of common stock of Databeam which shall be outstanding shall be canceled on the effective date of this merger and all rights in respect thereof, shall forthwith be converted into the capital of the surviving corporation. Databeam hereto represents and warrants that all issued and outstanding common stock is held by a sole stockholder, namely the surviving corporation, and there are no others of record.

**FOURTH:** The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

Certified Copy

*Karen M. Crusco*

KAREN CRUSCO  
NOTARY PUBLIC

My Commission Expires Dec. 24, 2004

Page 1

**TRADEMARK**  
**REEL: 2586 FRAME: 0733**

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors have been elected and qualified.

(c) This merger shall become effective upon the filing with the Secretary of State of Kentucky. However, for all accounting purposes the effective date shall be as of the close of business on October 1, 2001.

(d) Upon this merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Databeam shall be transferred to, vested in, and devolve upon, the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and Databeam shall be as effectively the property of the surviving corporation as they were of the surviving corporation and Databeam respectively. Databeam hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest and confirm to the surviving corporation title to and possession of any property of Databeam acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof; and the proper officers and directors of Databeam and the proper officers and directors of the surviving corporation are fully authorized in the name of Databeam or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of Databeam at any time prior to the date of filing the Agreement with the Secretary of State, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of Databeam shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of Databeam (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series thereof of Databeam.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors, have caused these presents to be executed on this 25th day of September, 2001.

LOTUS DEVELOPMENT CORPORATION

By: Mark Neil  
Mark Neil  
Vice President & Director

DATABEAM CORPORATION

By: Jung-Ock Starrett  
Jung-Ock Starrett  
Director

Certified Copy

Karen M. Crusco

KAREN CRUSCO  
NOTARY PUBLIC

My Commission Expires Dec. 24, 2004