

09-25-2002



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T 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):

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

9-19-02

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

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

A. Trademark Application Number(s): _____

Additional numbers attached? Yes No

B. Trademark Registration Number(s):

2,009,672

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: Bingham McCutchen, 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

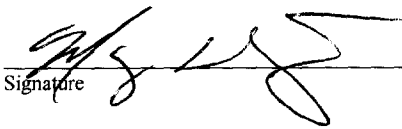
Enclosed
 Authorized to be charged to deposit account.
 The Commissioner is authorized to charge underpayment of any fees or credit any overpayment to deposit Account Number 501193.

8. Deposit Account Number: 501193

09/25/2002 6TON11 00000018 501193 2009672
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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.

Mary Dougherty
 Name  Signature 9-19-02 Date

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

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Delaware

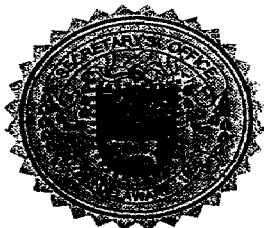
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The First State

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: 2588 FRAME: 0089

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.

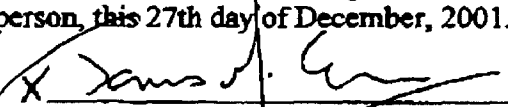
4. The name of the surviving limited liability company is Beltone Electronics Corporation LLC.

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: 
 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