

01-07-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings ⇨ ⇨ ⇨



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

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

1. Name of conveying party(ies):

Cell-Tel Monitoring, Inc.

12-17-02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: December 30, 1998

2. Name and address of receiving party(ies)

Name: T-Netix International Corporation

Internal Address:

Street Address: 1544 Valwood Parkway

City: Carrollton State: CO Zip: 70006

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State: Colorado Other

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,176,736

Additional number(s) attached Yes No

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

Name: Tanda L. Neundorf, Esq.

Internal Address: Fenwick & West LLP

Street Address: Two Palo Alto Square

City: Palo Alto State: CA Zip: 94306

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

R.J. Heher, Esq.

Name of Person Signing

R.J. Heher

Signature

December 13, 2002

Date

Total number of pages including cover sheet, attachments, and document: 6

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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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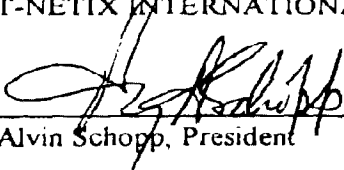
ARTICLES OF MERGER

The undersigned corporations, T-Netix International Corporation, a Colorado corporation ("TIC"), and Cell-Tel Monitoring, Inc., a Florida corporation ("Cell-Tel"), pursuant to Section 7-111-105 of the Colorado Business Corporation Act, adopt the following Articles of Merger:

1. On the effective date specified below, Cell-Tel shall merge with and into TIC and the separate existence of Cell-Tel shall cease pursuant to the terms of the Plan of Merger attached hereto as **Exhibit A** (the "Plan"), and TIC shall continue as the surviving corporation.
2. On December 30, 1998, the Board of Directors of TIC and the Board of Directors of Cell-Tel adopted and approved the Plan.
3. On December 30, 1998, the sole shareholder of TIC voted upon the Plan. The votes cast by each voting group entitled to vote was sufficient for approval.
4. On December 30, 1998, the shareholders of Cell-Tel voted upon the Plan. The votes cast by each voting group entitled to vote was sufficient for approval.
5. The effective date of the Plan shall be December 31, 1998.

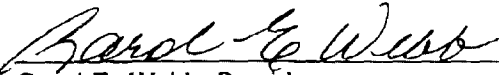
IN WITNESS WHEREOF, these Articles of Merger have been signed and verified by the duly authorized officers of TIC and Cell-Tel on this 30th day of December, 1998.

T-NETIX INTERNATIONAL CORPORATION



Alvin Schopp, President

CELL-TEL MONITORING, INC.



Carol E. Webb, President

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EXHIBIT A
PLAN OF MERGER

This Plan of Merger ("Plan") is entered into this 30th day of December, 1998, by and between T-Netix International Corporation, a Colorado corporation ("TIC"), and Cell-Tel Monitoring, Inc., a Florida corporation ("Cell-Tel").

RECITALS

- A. TIC is a wholly owned subsidiary of T-NETIX, Inc., a Colorado corporation.
- B. The respective Boards of Directors of TIC and Cell-Tel have determined that it is in the best interest of said corporations and their shareholders to merge Cell-Tel with and into TIC, with TIC as the surviving corporation, upon the terms and conditions set forth herein.

THEREFORE, in consideration of the mutual covenants contained herein, TIC and Cell-Tel agree as follows:

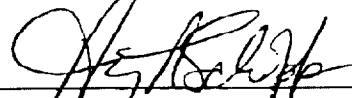
- 1. On the effective date specified in the Articles of Merger to be filed with the Colorado Secretary of State and the Articles of Merger to be filed with the Florida Secretary of State, Cell-Tel shall merge with and into TIC (the "Merger"), the separate existence of Cell-Tel shall cease and TIC shall continue as the surviving corporation.
- 2. Upon consummation of the Merger, all outstanding shares of the common stock and the preferred stock of Cell-Tel shall be canceled in exchange for consideration described in the Shareholders and Subscription Agreement dated December 3, 1997, by and among Cell-Tel, T-NETIX, Inc., Michael D. Duke and Carol E. Webb, as amended.
- 3. The Articles of Incorporation and bylaws of TIC as in effect immediately prior to the Merger will remain the Articles of Incorporation and bylaws of TIC as the surviving corporation after the Merger. TIC shall immediately after the Merger amend its Articles of Incorporation to change its corporate name to "T-Netix Monitoring Corporation" and shall take all actions necessary to become qualified to transact business in the State of Florida as a foreign corporation.
- 4. The directors and officers of TIC immediately prior to the Merger shall be the directors and officers of TIC after the Merger until their successors have been elected and have qualified.
- 5. After the Merger, all rights, privileges, powers and all property and assets of TIC and Cell-Tel shall be vested in and be held by TIC as the surviving corporation, without

further act or deed, and all the estates and interest of every kind of TIC and Cell-Tel, including all debts due to either of them, shall be the property of TIC as the surviving corporation. All rights of creditors and liens upon any property of TIC or Cell-Tel shall be preserved unimpaired and all debts, liabilities and duties of TIC and Cell-Tel shall be debts, liabilities and duties of TIC as the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

- 6. This Plan may be terminated and the Merger abandoned at any time prior to the effective date by the mutual written consent of the parties hereto.

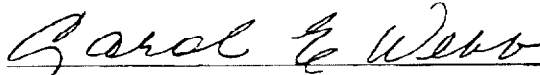
IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized _____ers of TIC and Cell-Tel on the date above written.

T-NETIX INTERNATIONAL CORPORATION



Alvin Schopp, President

CELL-TEL MONITORING, INC.



Carol E. Webb, President