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To the Honorable Commissioner of Patents and Trademarks, attached original documents or copy thereof.

1. Name of conveying party(ies):

BEATHOME.COM, INC.

1-73-03

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation - **State of North Dakota**
- Other _____

Add'l name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: ECHELON CORPORATION

Internal Address: _____

Street Address: 550 Meridian Avenue

City: San Jose State: CA ZIP: 95126

Individual(s) citizenship:

Association _____

Limited Partnership _____

Corporation - **State of Delaware**

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: December 30, 2002

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

A. Trademark Application No.(s)
76/026,884; 76/321,381

B. Trademark Registration No.(s):
2,431,442

Additional numbers attached? Yes No

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

Name: Dax Alvarez

Internal Address: _____

BLAKELY SOKOLOFF TAYLOR & ZAFMAN LLP

Street Address: 12400 Wilshire Boulevard

Seventh Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and registrations involved: One (1)

7. Total fee (37 CFR 3.41)..... \$ \$90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

02-2666

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.

Dax Alvarez

Name of Person Signing

Signature

January 7, 2003

Date

Total number of pages including cover sheet, attachments, and document: 5

02/11/2003 ECOOPER 00000209 76026884

01 FC:8521
02 FC:8522

40.00 OP
50.00 OP

Delaware

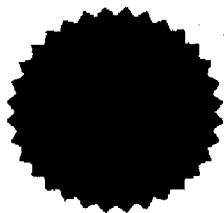
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The First State

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 OWNERSHIP, WHICH MERGES:

"BEATHOME.COM, INC.", A NORTH DAKOTA CORPORATION,
WITH AND INTO "ECHELON CORPORATION" UNDER THE NAME OF
"ECHELON CORPORATION", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2002, AT 2
O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



2180321 8100M

020806439

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2177304

DATE: 12-30-02

TRADEMARK
REEL: 002669 FRAME: 0381

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 12/30/2002
020806439 - 2180321

CERTIFICATE OF OWNERSHIP AND MERGER

of

BEATHOME.COM, INC.
a North Dakota corporation
(disappearing corporation)

with and into

ECHELON CORPORATION
a Delaware corporation
(surviving corporation)

PURSUANT TO DELAWARE CODE §253

Echelon Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation owns one hundred percent (100%) of the outstanding shares of Common Stock, \$0.001 par value per share, of BeAtHome.com, Inc., a North Dakota corporation, and having no class of stock outstanding other than said Common Stock (the "Subsidiary").

SECOND: That the Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members, filed with the minutes of the Board on the 27th day of December, 2002, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, does merge the Subsidiary into the Corporation.

WHEREAS: The Corporation is the legal and beneficial owner of one hundred percent (100%) of the outstanding shares of Common Stock, \$0.001 par value per share (the "Subsidiary Common Stock"), of the Subsidiary.

WHEREAS: The said Subsidiary Common Stock is the only issued and outstanding classes of stock of the Subsidiary.

WHEREAS: The Corporation desires, on behalf of itself and in its capacity as the sole stockholder of the Subsidiary, to merge the Subsidiary into itself pursuant to the provisions of Section 253 of the Delaware General Corporation Law.

WHEREAS: It is intended that the merger of the Corporation into Parent will constitute a liquidation under Section 332 of the Internal Revenue Code (the "Code") and/or a reorganization under Section 368(a) of the Code.

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NOW, THEREFORE, BE IT RESOLVED: That effective upon the execution, acknowledgment and filing of an appropriate Certificate of Ownership and Merger setting forth these resolutions with the Secretary of State of the State of Delaware and the appropriate Articles of Merger with the Secretary of State of the State of North Dakota, the Subsidiary is hereby merged into the Corporation, which will immediately receive all of the properties of the Subsidiary and assume all of the liabilities and obligations of the Subsidiary.

FURTHER RESOLVED: That the Agreement and Plan of Merger, by and between BeAtHome.com, Inc. and Echelon Corporation dated as of December 23, 2002, is hereby adopted in each and every respect and that all actions heretofore taken by any officer or the Board in connection with any matter referred to or contemplated in the foregoing resolution be, and hereby are, approved, ratified, confirmed and adopted in all respects.

FURTHER RESOLVED: That the terms and conditions of the Agreement and Plan of Merger are as follows:

1. Upon the effective time of the merger, each outstanding share of Subsidiary Common Stock held by the Corporation shall automatically be cancelled and extinguished, and no payment shall be made with respect thereto.

2. Upon the effective time of the merger, the Certificate of Incorporation of the Corporation, as amended to date, shall remain the Certificate of Incorporation of the Corporation.

3. Upon the effective time of the merger, the Bylaws of the Corporation, as amended to date, shall remain the Bylaws of the Corporation.

4. Upon the effective time of the merger, the directors of the Corporation immediately prior to the effective time of the merger shall remain the directors of the Corporation, without change, until their successors have been duly elected or appointed and qualified in accordance with the Certificate of Incorporation and Bylaws of the Corporation.


5. Upon the effective time of the merger, the officers of the Corporation immediately prior to the effective time of the merger shall remain the officers of the Corporation, each to hold office in accordance with the Certificate of Incorporation and Bylaws of the Corporation, or until their successors have been duly elected or appointed and qualified in accordance with such Certificate of Incorporation and Bylaws of the Corporation.

6. Upon the effective time of the merger, the name of the Corporation shall remain the same as it was immediately prior to the effective time of the merger.

FURTHER RESOLVED: That the proper officers of the Corporation be and each hereby is authorized to make and execute, and the Assistant Secretary of the Corporation be and hereby is authorized to attest, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of the Subsidiary into the Corporation and the assumption of the Subsidiary's obligations and the date of adoption hereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things, whatsoever, whether within or without the State of Delaware, that may be in any way necessary or appropriate to effect said merger.

IN WITNESS WHEREOF, said Echelon Corporation has caused this Certificate to be signed by M. Kenneth Oshman, its Chairman, Chief Executive Officer and Director, and attested by its Assistant Secretary, this 30th day of December, 2002.

ECHELON CORPORATION

By: 
M. Kenneth Oshman, Chief Executive
Officer, Chairman and Director

ATTEST:

By: 
Oliver R. Stanfield, Assistant Secretary