

02-20-2003

ET

Docket No.:

Y

FAO-0131-A



102368822

attached original documents or copy thereof.

Tab settings

To the Honorable Commissioner of Pat

1. Name of conveying party(ies):
SPATIALMETRIX CORPORATION

2-3-03

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

Name: **FARO ACQUISITION LLC**

Internal Address: _____

Street Address: **125 TECHNOLOGY PARK**

City: **LAKE MARY** State: **FL** ZIP: **32746**

- Individual(s)
- General Partnership
- Corporation-State **DELAWARE**
- Other _____

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other **LLC DELAWARE**

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: **1-16-2002**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

<u>2,152,487</u>	<u>2,035,528</u>
<u>2,090,651</u>	<u>2,102,711</u>

Additional numbers Yes No

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

Name: **Pamela S. Chestek**

Internal Address: **Cantor Colburn, LLP**

Street Address: **55 Griffin Road South**

City: **Bloomfield** State: **CT** ZIP: **06002**

6. Total number of applications and registrations involved:..... **4**

7. Total fee (37 CFR 3.41):.....\$ **\$115.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1130

02/18/2003 6TON11 00000033 2152487

DO NOT USE THIS SPACE

01 FC:8521	40.00 OP
02 FC:8522	75.00 OP

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.

Pamela S. Chestek

Name of Person Signing

Signature

January 31, 2003

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 002674 FRAME: 0417

Delaware

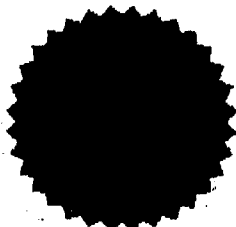
PAGE 1

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:

"SPATIALMETRIX CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "FARO ACQUISITION LLC" UNDER THE NAME OF "FARO ACQUISITION LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF JANUARY, A.D. 2002, AT 4:30 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

3432724 8100M

020032922

AUTHENTICATION: 1565000

DATE: 01-17-02

TRADEMARK
REEL: 002674 FRAME: 0418

FROM

(WED) 1. 23' 02 10:13, 1. 10:11/NO. 4863333464 P 3

FROM

(THU) 1. 17' 02 10:36/ST.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:38 PM 02/16/2002
020032922 - 3632724

**CERTIFICATE OF MERGER
OF
SPATIALMETRIX CORPORATION
INTO
FARO ACQUISITION LLC**

Pursuant to Sec. 18-209 of the Delaware Limited Liability Company Act, the undersigned surviving limited liability company submits the following Certificate of Merger for the merger of Spatialmetrix Corporation, a Delaware corporation (the "Merged Corporation") with and into FARO Acquisition LLC, a Delaware limited liability company (the "Surviving Company") for filing and certifies that:

1. The name and jurisdiction of formation or organization of the Merged Corporation and the Surviving Company are:

<u>Name</u>	<u>Jurisdiction</u>
SpatialMetrix Corporation	Delaware
FARO Acquisition LLC	Delaware

2. An Agreement and Plan of Merger has been approved by the Board of Directors and the Stockholders of the Merged Corporation and by the Members of the Surviving Company and has been duly executed by the proper officers of the Merged Corporation and the Surviving Company.
3. The name of the surviving limited liability company is: FARO Acquisition LLC
4. The merger shall become effective upon the filing of this Certificate of Merger.
5. The Agreement and Plan of Merger is on file at a place of business of the surviving limited liability company which is located at 125 Technology Park, Lake Mary, FL 32746.
6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company, on request and without cost, to any stockholder of the Merged Corporation.

FROM


(WED) 1. 23' 02 10:13, ST. 10:11/NO. 4863333464 P 4

FROM

(THU) 1. 17' 02 10:37/ST. 10:35/NO. 4863333382 P 3

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 16 day of January, 2002, and is being filed in accordance with Sec. 18-209 of the Act by an authorized person of the Surviving Company.

FARO TECHNOLOGIES, INC., a Florida corporation, a Member

By: 
Simon Raab, President

005.203571.1

RECORDED: 01/31/2003

TRADEMARK
REEL: 002674 FRAME: 0420