

02-26-2003



102373733

θ θ θ

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

1. Name of conveying party(ies):
 ERDAS LLC 1-27-03

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

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

2. Name and address of receiving party(ies)
 Name: LEICA Geosystems GIS & Mapping LLC
 Internal _____
 Address: _____

Street Address: 2801 Buford Highway, Suite 300

City: Atlanta State: GA Zip: 30329

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Georgia Limited Liability Company
 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 28, 2002

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

A. Trademark Application No.(s) _____
See Attached Schedule

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____
See Attached Schedule

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

Name: Elizabeth Ann Morgan

Internal Address: _____

Street Address: Powell, Goldstein, Frazer & Murphy LLP

City: Atlanta State: GA Zip: 30303

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41) \$ 440.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Elizabeth Ann Morgan  1-22-03
 Name of Person Signing Signature Date

02/25/2003 ECOOPER 00000239 1158576

Total number of pages including cover sheet, attachments, and document: 7

01 FC:4521 40.00 00
02 FC:4522 400.00 00
All documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

::ODMA\PCDOCS\ATL\647300\1

TRADEMARK
REEL: 002678 FRAME: 0162

SCHEDULE OF TRADEMARKS

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ERDAS	1,158,576	June 23, 1981
ERDAS IMAGINE	1,767,947	April 27, 1993
GEOPRECISION	2,004,823	October 1, 1996
IMAGINE ADVANTAGE	2,269,418	August 10, 1999
IMAGINE AUTOWRAP	2,001,814	September 17, 1996
IMAGINE ESSENTIALS	2,270,963	August 17, 1999
IMAGINE ORTHOBASE	2,487,206	September 11, 2001
IMAGINE PROFESSIONAL	2,279,691	September 21, 1999
IMAGINE VISTA	1,899,680	June 13, 1995
IMAGIZER	2,261,358	July 13, 1999
MAPCOMPOSER	2,247,442	May 25, 1999
STEREO ANALYST	2, 421,928	January 16, 2001
THE MAP OF THE FUTURE IS AN INTELLIGENT IMAGE	1,924,494	October 3, 1995
VIEWFINDER	2,259,754	July 6, 1999

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
ERDAS GIO	76/160,152	November 3, 2000
IMAGINE VIRTUALGIS	76/314,312	September 19, 2001
PICTURE PILOT	76/027,210	April 17, 2000

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 023570668
CONTROL NUMBER : 0221771
EFFECTIVE DATE : 12/28/2002
REFERENCE : 0077
PRINT DATE : 12/30/2002
FORM NUMBER : 442

POWELL, GOLDSTEIN, FRAZER & MURPHY
LAVERNE K. CALVERT
191 PEACHTREE ST, NE, 16TH FLOOR
ATLANTA GA 30303

CERTIFICATE OF MERGER AND NAME CHANGE

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

ERDAS LLC, A GEORGIA LIMITED LIABILITY COMPANY

Changing its Name to:

LEICA GEOSYSTEMS GIS & MAPPING, LLC

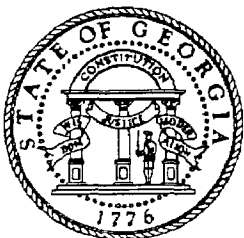
Nonsurviving Entity/Entities:

LH SYSTEMS, LLC, A DELAWARE LIMITED LIABILITY COMPANY

RECEIVED

1/13/03

MORGAN



A handwritten signature in black ink, appearing to read 'Cathy Cox', is written over the printed name.

CATHY COX
SECRETARY OF STATE

ARTICLES OF MERGER
OF
LH SYSTEMS, LLC
(a Delaware limited liability company)
WITH AND INTO
ERDAS LLC
(a Georgia limited liability company)

ERDAS LLC, a Georgia limited liability company, pursuant to Section 14-11-904 of the Georgia Limited Liability Company Act hereby certifies that:

1. The name and jurisdiction of formation of each of the constituent business entities are:

- (i) ERDAS LLC, a Georgia limited liability company; and
- (ii) LH Systems, LLC, a Delaware limited liability company.

2. Under the Agreement and Plan of Merger (the "Plan of Merger"), ERDAS LLC shall be the surviving entity (the "Surviving Entity") of the Merger and will be governed by the laws of the State of Georgia.

3. The Articles of Organization of the Surviving Entity are hereby amended by changing the name of the Surviving Entity to **Leica Geosystems GIS & Mapping, LLC**.

4. The Merger shall be effective at 12:01 a.m. on December 28, 2002.

5. The executed Plan of Merger is on file at the principal place of business of the Surviving Entity which is located at ERDAS LLC, 2801 Buford Highway, Suite 300, Atlanta, Georgia 30329. A copy of the Plan of Merger will be furnished by ERDAS LLC on request and without cost to any member of LH Systems, LLC or any member of ERDAS LLC.

6. The Plan of Merger has been duly approved, adopted, certified, executed and acknowledged by the sole member of ERDAS LLC in accordance with the provisions of Section 14-11-903 of the Georgia Limited Liability Company Act and by all of the members of LH Systems, LLC in accordance with the provisions of Section 18-209 of the Delaware General Corporation Law and the provisions of Section 14-11-903 of the Georgia Limited Liability Company Act.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, ERDAS LLC has caused these Articles of Merger to be signed by its duly authorized officer this 25~~K~~ day of September, 2002.

ERDAS LLC, a Georgia limited liability company

By:  9-25-02

Name: Robert D. Morris

Title: President

SECRETARY OF STATE
2002 DEC 19 P. 1: 02
CORPORATIONS DIVISION

Delaware

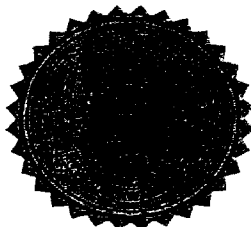
PAGE 1

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:

"LH SYSTEMS, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "ERDAS LLC" UNDER THE NAME OF "ERDAS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF GEORGIA, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2002, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2002, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3604909 8100M

AUTHENTICATION: 2168191

020784956

DATE: 12-24-02

TRADEMARK
REEL: 002678 FRAME: 0167


**CERTIFICATE OF MERGER
OF
LH SYSTEMS, LLC
(a Delaware limited liability company)
WITH AND INTO
ERDAS LLC
(a Georgia limited liability company)**

ERDAS LLC, a Georgia limited liability company, pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), hereby certifies that:

1. The name and jurisdiction of formation of each of the constituent entities are:
 - (i) LH Systems, LLC, a Delaware limited liability company; and
 - (ii) ERDAS LLC, a Georgia limited liability company.
2. An Agreement and Plan of Merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent business entities in accordance with the provisions of Section 18-209 of the Act and the applicable provisions of the Georgia Limited Liability Company Act.
3. The name of the surviving entity is **ERDAS LLC**.
4. The executed Plan of Merger is on file at the principal place of business of the surviving entity which is located at ERDAS LLC, 2801 Buford Highway, Suite 300, Atlanta, Georgia 30329. A copy of the Plan of Merger will be furnished by ERDAS LLC on request and without cost to any member of LH Systems, LLC or any member of ERDAS LLC.
5. The Merger shall be effective at 12:01 a.m. on December 28, 2002.
6. ERDAS LLC, the surviving limited liability company agrees that it may be served with process in the State of Delaware in any action, suit, or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding, and specifies the following address as the address to which a copy of any such process shall be mailed to it by the Secretary of State: 2801 Buford Highway, Suite 300, Atlanta, Georgia 30329.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of this ~~28~~ day of September, 2002.

ERDAS LLC, a Georgia limited liability company

By:  9-25-02
Name: Robert D. Morris
Title: President

2

C:\Documents and Settings\bmorris\Local Settings\Temporary Internet Files\OLK2W614869 v1 - Delaware Certificate of Merger - LHS into ERDAS1.DOC