

03-14-2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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DEPARTMENT OF COMMERCE 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): 3-12-03 Threshold Digital Research Labs
Individual(s) Association General Partnership Limited Partnership Corporation-State California Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Threshold Digital Research Labs, Inc. Internal Address: Street Address: 1649 11th Street City: Santa Monica State: CA Zip: 90404
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: January 31, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/405,140 B. Trademark Registration No.(s)
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Gregg Reed, Esq. Internal Address: Proskauer Rose LLP Street Address: 1585 Broadway City: New York State: NY Zip: 10036-8299

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: 16-2500
(Attach duplicate copy of this page if paying by deposit account)

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. Gregg Reed Signature Date: March 7, 2003

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

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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PLAN AND AGREEMENT OF MERGER

OF

THRESHOLD DIGITAL RESEARCH LABS
(a California Corporation)

AND

THRESHOLD DIGITAL RESEARCH LABS, INC.
(a Delaware Corporation)

This PLAN AND AGREEMENT OF MERGER (this "Agreement") entered into on January 31, 2001 by and between Threshold Digital Research Labs, a business corporation of the State of California ("TDRL-California"), and approved by resolution adopted by its Board of Directors, and Threshold Digital Research Labs, Inc., a business corporation of the State of Delaware ("TDRL-Delaware"), and approved by resolution adopted by its Board of Directors.

WHEREAS, TDRL-California is a business corporation of the State of California with its principal office located at 1649 11th Street, Santa Monica, California, 90404; and

WHEREAS, the total number of shares of stock which TDRL-California has authority to issue is 100 shares of common stock, without par value (the "California Common Stock"); and

WHEREAS, TDRL-Delaware is a business corporation of the State of Delaware with its principal office located at 1649 11th Street, Santa Monica, California, 90404; and

WHEREAS, the total number of shares of stock which TDRL-Delaware has authority to issue is 62,000,000, of which 50,000,000 shares are shares of common stock, par value \$0.01 per share (the "Delaware Common Stock") and 12,000,000 are shares of preferred stock, par value \$0.01 per share (the "Preferred Stock"); and

WHEREAS, the General Corporation Law of the State of California (the "GCL of California") permits a merger of a business corporation of the State of California with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware (the "GCL of Delaware") permits a merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, TDRL-California and TDRL-Delaware and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interest of said corporations and their respective stockholders to merge TDRL-California with and into TDRL-Delaware pursuant to the provisions of the GCL of California and pursuant to the GCL of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being authorized and duly entered into by TDRL-California and approved by a resolution adopted by its Board of Directors and being authorized and duly entered into by TDRL-Delaware and approved by a resolution adopted by its Board of Directors, this Agreement and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter as set forth.

1. TDRL-Delaware and TDRL-California shall, pursuant to the provisions of the GCL of California and the provisions of the GCL of Delaware, be merged with and into a single corporation, to wit, TDRL-Delaware, which shall be the surviving corporation from and after the effective time of the merger, and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the GCL of Delaware. The separate existence of TDRL-California shall cease at said effective time in accordance with the provisions of the GCL of California.

2. The merger has been approved by a majority of the stockholders of the surviving corporation, TDRL-Delaware.

3. The Certificate of Incorporation of the surviving corporation, TDRL-Delaware, as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and Article FOURTH of the Certificate of Incorporation is hereby amended to read, in its entirety, as follows:

The corporation shall have the authority to issue 62,000,000 shares, consisting of 50,000,000 shares of common stock, par value \$0.00001 per share ("Common Stock") and 12,000,000 shares of preferred stock, par value \$0.00001 per share ("Preferred Stock"). The powers, preferences and rights of the preferred stock may be amended by the affirmative vote of the holders of a majority of all outstanding shares, without any vote or consent of the holders of shares of Preferred Stock voting as a class.

4. The present by-laws of the surviving corporation, TDRL-Delaware, will be the by-laws of TDRL-Delaware and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the GCL of Delaware.

5. The directors and officers in office of the surviving corporation, TDRL-Delaware, at the effective time of the merger shall be the members of the first Board of Directors and the first officers of TDRL-Delaware, all of whom shall hold their directorships and offices until the

election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of TDRL-Delaware.

6. Each issued share of California Common Stock shall, at the effective time of the merger, be converted into 4,000,000 shares of Delaware Common Stock. The issued and outstanding shares of Delaware Common Stock and Preferred Stock shall not be converted or exchanged in any manner.

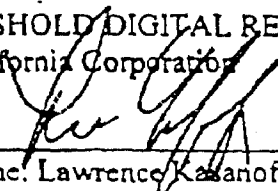
7. In the event that this Agreement shall have been fully approved and adopted upon behalf of TDRL-California in accordance with the provisions of the GCL of California and upon behalf of TDRL-Delaware in accordance with the provisions of the GCL of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of California and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of California and the State of Delaware and elsewhere to effectuate the merger provided for herein.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall become necessary, proper or convenient to carry out or effectuate any of the provisions of this Agreement.

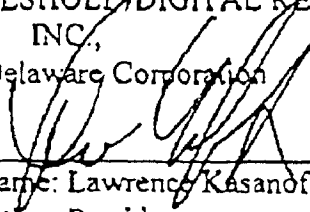
[END OF TEXT]

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed on behalf of each of the parties hereto as of the date first above written.

THRESHOLD DIGITAL RESEARCH LABS,
a California Corporation

By: 
Name: Lawrence Kasanoff
Title: President

THRESHOLD DIGITAL RESEARCH LABS,
INC.,
a Delaware Corporation

By: 
Name: Lawrence Kasanoff
Title: President

State of Delaware
Office of the Secretary of State

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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 AGREEMENT OF MERGER, WHICH MERGES:

"THRESHOLD DIGITAL RESEARCH LABS", A CALIFORNIA CORPORATION, WITH AND INTO "THRESHOLD DIGITAL RESEARCH LABS, INC." UNDER THE NAME OF "THRESHOLD DIGITAL RESEARCH LABS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF MARCH, A.D. 2001, AT 9 O'CLOCK A.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

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AUTHENTICATION: 1041762

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RECORDED: 03/12/2003

DATE TRADEMARK

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