



04-11-2003



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

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

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

1. Name of conveying party(ies): 4.7.03 Lowry Computer Products, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State Michigan [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: Lowry Holding Company, Inc. Internal Address: Street Address: 9420 Maltby Road City: Brighton State: MI Zip: 48116 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State 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 [X] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 12-21-2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 78,227,276 B. Trademark Registration No.(s) Additional number(s) attached [] Yes [X] No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Gregory A. Stobbs Internal Address: Harness, Dickey & Pierce, P.L.C. Street Address: P.O. Box 828 Bloomfield City: Hills State: MI Zip: 48303

7. Total fee (37 CFR 3.41) \$ 40.00- [] Enclosed [X] Authorized to be charged to deposit account

8. Deposit account number: 08-0750

04/10/2003 DBYRNE 00000102 080750 78227276 01 FC:0521

DO NOT USE THIS SPACE

9. Signature: Gregory A. Stobbs (Name of Person Signing), Gregory Stobbs (Signature), April 1, 2003 (Date)

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002709 FRAME: 0776

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"KEYLESS DATA ENTRY & RECALL, INC.", A CALIFORNIA CORPORATION,

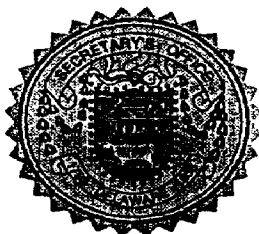
"LOWRY COMPUTER PRODUCTS, INC.", A MICHIGAN CORPORATION,

"P.A.R. ASSOCIATES, INC.", A COLORADO CORPORATION,

WITH AND INTO "LOWRY HOLDING COMPANY, INC." UNDER THE NAME OF "LOWRY HOLDING COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2001, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1532193

010667816

DATE: 12-29-01
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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
LOWRY COMPUTER PRODUCTS, INC.,
P.A.R. ASSOCIATES, INC., AND
KEYLESS DATA ENTRY & RECALL, INC.
INTO
LOWRY HOLDING COMPANY, INC.

Lowry Holding Company, Inc. (the "Parent"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"),

DOES HEREBY CERTIFY:

FIRST: That Parent was incorporated on the 23rd day of May, 1994, pursuant to the DGCL.

SECOND: That Parent owns all of the outstanding common shares of Lowry Computer Products, Inc. ("LCP"), a corporation incorporated on the 26th day of April, 1979, pursuant to the Michigan Business Corporation Act ("MBCA") and the Laws of the State of Michigan, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.

THIRD: That Parent owns all of the outstanding common shares of P.A.R. Associates, Inc. ("PAR"), a corporation incorporated on the 31st day of October, 1980, pursuant to the Colorado Business Corporation Act ("CBCA") and the Laws of the State of Colorado, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.

FOURTH: That Parent owns all of the outstanding common shares of Keyless Data Entry & Recall, Inc. ("Keyless"), a corporation incorporated on the 2nd day of April, 1985, pursuant to the California Corporations Code ("CCC") and the Laws of the State of California, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.

FIFTH: That the Board of Directors of Parent on December 21, 2001, duly adopted resolutions authorizing the merger of LCP, PAR and Keyless with and into Parent. A true copy of such resolutions is attached hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Parent at any time prior to the time that this merger being filed with the Secretary of State becomes effective.

SEVENTH: That this Certificate of Merger shall be effective December 31, 2001.

IN WITNESS WHEREOF, said Parent has caused this Certificate of Merger to be executed by Michael R. Lowry, Chief Executive Officer and President, as of this 21st day of December, 2001.

LOWRY HOLDING COMPANY, INC.,
a Delaware corporation

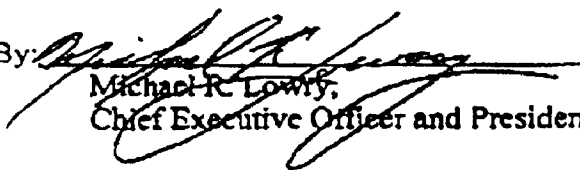
By: 
Michael R. Lowry,
Chief Executive Officer and President

Exhibit A

RESOLVED, that the Corporation be merged with its wholly-owned subsidiary corporations, LCP, PAR and Keyless (the "Merger"), with the Corporation as the surviving corporation (the "Surviving Corporation"), pursuant to Section 253 of the DGCL and the applicable sections of the MBCA, CBCA, and CCC; and

FURTHER RESOLVED, that for federal income tax purposes this Merger shall be treated as a tax-free liquidation of the Subsidiary into Parent pursuant to Section 332 of the Internal Revenue Code of 1986, as amended; and

FURTHER RESOLVED, that the form, terms and provisions of the Certificate of Merger, Plan of Merger and Certificate of Ownership and Merger (together, the "Merger Documents"), are approved and adopted; and

FURTHER RESOLVED, that by virtue of the Merger, each issued and outstanding share of Common Stock of Parent shall remain one fully paid and non-assessable share of Common Stock of Parent, and the holders of such shares shall remain, at the effective time of the Merger, the stockholders of Parent; and

FURTHER RESOLVED, that each Common Share of LCP issued and outstanding at the effective date of the Merger and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holder of such Common Share, no longer be outstanding and shall be cancelled and retired and cease to exist without any consideration, and shall not be converted into stock of the Surviving Corporation or the right to receive cash or any other consideration; and

FURTHER RESOLVED, that each Common Share of PAR issued and outstanding at the effective date of the Merger and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holder of such Common Share, no longer be outstanding and shall be cancelled and retired and cease to exist without any consideration, and shall not be converted into stock of the Surviving Corporation or the right to receive cash or any other consideration; and

FURTHER RESOLVED, that each Common Share of Keyless issued and outstanding at the effective date of the Merger and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holder of such Common Share, no longer be outstanding and shall be cancelled and retired and cease to exist without any consideration, and shall not be converted into stock of the Surviving Corporation or the right to receive cash or any other consideration; and

FURTHER RESOLVED, that the Bylaws of Parent shall be the Bylaws of the Surviving Corporation; and

FURTHER RESOLVED, that the directors of Parent immediately prior to the Merger shall be the directors of the Surviving Corporation; and

FURTHER RESOLVED, that the officers of Parent are authorized and directed to execute, deliver and file a Certificate of Ownership and Merger setting forth, among other things, a copy of these resolutions and the date of their adoption; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed in the Office of the Secretary of State of Delaware, to cause a certified copy of such Certificate to be recorded in the Office of the Recorder of Deeds of New Castle County, all in accordance with Sections 103 and 253 of the DGCL, to file such Certificate of Merger as required under the MBCA, to file such Certificate of Ownership as required under the CCC, and to file such Articles of Merger as required under the CBCA; and

FURTHER RESOLVED, that the Merger shall become effective upon the filing of such Certificate of Merger with the Bureau of Commercial Services, Corporation Division of the State of Michigan in accordance with the MBCA; Certificate of Ownership with the California Secretary of State, Corporation Department in accordance with CCC; Articles of Merger with the Colorado Secretary of State, Corporation Section in accordance with CBCA; and a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with Sections 103 and 253 of the DGCL; and

FURTHER RESOLVED, that the officers of Parent are authorized and directed to execute, deliver and file any and all documents, instruments or agreements necessary or required in order to effectuate the transactions contemplated by the Merger Documents; and

FURTHER RESOLVED, that Parent, through any of its officers, is hereby authorized and directed, to execute and deliver such other documents, and to take such other actions as such officers, in their sole discretion, may deem appropriate in order to consummate the transactions contemplated herein, and all documents heretofore or hereafter executed and all actions heretofore or hereafter taken by any officer pursuant to these resolutions are hereby ratified and confirmed and shall be fully binding and enforceable upon Parent.

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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 OWNERSHIP, WHICH MERGES:

"KEYLESS DATA ENTRY & RECALL, INC.", A CALIFORNIA CORPORATION,

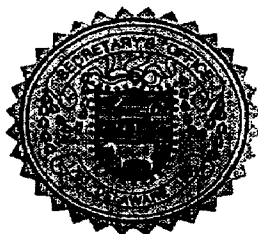
"LOWRY COMPUTER PRODUCTS, INC.", A MICHIGAN CORPORATION,

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AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.

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

AUTHENTICATION: 1532192

DATE: 12-29-01

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RECORDED: 04/07/2003

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