

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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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):  
Windward Acquisition Corp.

41-03

- Individual(s)
- General Partnership
- Corporation-State
- Other (Corporation of Washington State)
- Association
- Limited Partnership

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

3 Nature of conveyance:

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

Execution Date: 2/24/03

2. Name and address of receiving party(ies)

Name: TeleCommunication Systems, Inc.

Internal Address: Suite 400

Street Address: 275 West Street

City: Annapolis State: MD Zip: 21401

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Maryland
- 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

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

A. Trademark Application No.(s) 76/092,786;  
75/844,867

B. Trademark Registration No.(s) 2,179,116;  
2,260,659; 2,423,366

Additional number(s) attached  Yes  No

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

Name: Mary Boney Denison

Internal Address:

Manelli Denison & Selter PLLC

Suite 700

Street Address: 2000 M Street, N.W.

City: Washington State: DC Zip: 20036

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Mary Boney Denison  
Name of Person Signing

April 1, 2003  
Date

Total number of pages including cover sheet, attachments, and document: 8

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

04/17/2003 EDOOPER 00000198 76092786

01 FC:0521 40.00 DP  
02 FC:0522 100.00 DP

THE COMMISSIONER IS HEREBY AUTHORIZED TO CHARGE  
ANY DEFICIENCY OR CREDIT ANY OVERPAYMENT TO  
DEPOSIT ACCOUNT NO. 50-0687

TRADEMARK

REEL: 002714 FRAME: 0687

**COPY**

**ARTICLES OF MERGER**

**BY AND BETWEEN**

**WINDWARD ACQUISITION CORP.**  
(a Washington State corporation)

**AND**

**TELECOMMUNICATION SYSTEMS, INC.**  
(a Maryland corporation)

**Dated: February 11, 2003**

WINDWARD ACQUISITION CORP., a corporation duly organized and existing under the laws of the State of Washington (the "**Merging Corporation**"), and TELECOMMUNICATION SYSTEMS, INC., a corporation duly organized and existing under the laws of the State of Maryland (the "**Surviving Corporation**"), do hereby certify that:

**FIRST:** The Merging Corporation and the Surviving Corporation agree to merge. All of the issued shares of stock of the Merging Corporation are owned by the Surviving Corporation.

**SECOND:** The Surviving Corporation shall survive the merger as the successor corporation and shall continue under the name TeleCommunication Systems, Inc. as a corporation of the State of Maryland.

**THIRD:** The Surviving Corporation has its principal office in the State of Maryland in Anne Arundel County and does not own an interest in land in the State of Maryland. The Merging Corporation was incorporated on November 14, 2000 under the general laws of the State of Washington. The Merging Corporation is not registered in Maryland and has its principal office in the State of Washington in King County. The Merging Corporation does not own an interest in land in the State of Maryland.

**FOURTH:** The terms and conditions of the transaction set forth in these Articles were advised, authorized, and approved by each corporation party to the Articles in the manner and by the vote required by its Charter and the laws of the state of its incorporation. The manner of approval was as follows:

(a) The Board of Directors of the Surviving Corporation on February 11, 2003 and filed with the minutes of proceedings of the Board of Directors of the Surviving Corporation adopted resolutions which declared that the proposed merger was advisable on substantially the terms and conditions set forth or referred to in the resolutions. Pursuant to C&A § 3-106(c)(1) shareholder approval was not required.

(b) The Board of Directors of the Merging Corporation by unanimous written consent dated February 24, 2003 signed by all the directors and filed with the minutes of proceedings of the Board of Directors of the Merging Corporation adopted resolutions which declared that the proposed merger was advisable on substantially the terms and conditions set forth or referred to in the resolutions. Pursuant to RCW 23B.11.040 shareholder approval was not required.

**FIFTH:** No amendment to the Charter of the Surviving Corporation is to be effected as a part of the merger. The merger does not reclassify or change the terms of any class or series of outstanding capital stock of the Surviving Corporation. The number of shares of Common Stock of the Surviving Corporation to be issued or delivered in the proposed merger is not more than 20 percent of the number of shares of Common Stock of the Surviving Corporation outstanding immediately before the proposed merger becomes effective.

**SIXTH:** The total number of shares of capital stock of all classes which the Surviving Corporation or the Merging Corporation, respectively, has authority to issue, the number of shares of each class which the Surviving Corporation or the Merging Corporation, respectively, has authority to issue, and the par value of the shares of each class which the Surviving Corporation or the Merging Corporation, respectively, has authority to issue are as follows:

(a) The total number of shares of stock of all classes which the Surviving Corporation has authority to issue is Three Hundred Million (300,000,000) shares, consisting of Two Hundred Twenty-Five Million (225,000,000) shares of Class A common stock, \$0.01 par value per share, and Seventy-Five Million (75,000,000) shares of Class B common stock, \$0.01 par value per share. The aggregate par value of all the shares of stock of all classes of the Surviving Corporation is \$3,000,000.

(b) The total number of shares of stock of all classes which the Merging Corporation has authority to issue is One Thousand (1,000) shares, consisting of One Thousand (1,000) shares of common stock, \$0.00 par value per share. The aggregate par value of all the shares of stock of all classes of the Merging Corporation is \$0.

**SEVENTH:** The merger does not change the authorized stock of the Surviving Corporation.

**EIGHTH:** The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation, for other consideration and the treatment of any issued stock of the merging corporations not to be converted or exchanged are as follows:

(a) Each issued and outstanding share of the capital stock of the Surviving Corporation on the effective time of the merger shall continue, without change as to class, series or otherwise, to be an issued and outstanding share of capital stock of the Surviving Corporation.

(b) Each issued and outstanding share of Common Stock of the Merging Corporation on the effective time of the merger, shall upon effectiveness and without further act, be surrendered and extinguished.


(c) No shares of the Surviving Corporation and no shares, securities, or obligations convertible into such shares are to be issued or delivered under these Articles.

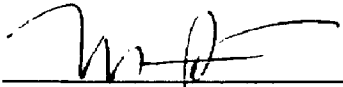
**TENTH:** The merger shall become effective upon acceptance for record by the Maryland State Department of Assessments and Taxation.

IN WITNESS WHEREOF, WINDWARD ACQUISITION CORP. and TELECOMMUNICATION SYSTEMS, INC. have caused these presents to be signed in their respective names and on their respective behalves by their respective presidents and witnessed by their respective secretaries on February 24, 2003.

WITNESS:

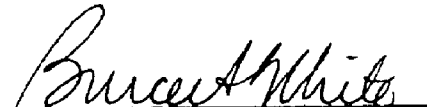
WINDWARD ACQUISITION CORP.  
(a State of Washington corporation)


  
\_\_\_\_\_  
Bruce A. White, Secretary

By   
\_\_\_\_\_  
Maurice B. Tosé, President

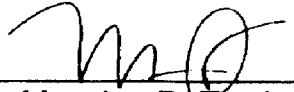
WITNESS:

TELECOMMUNICATION SYSTEMS, INC.  
(a Maryland corporation)


  
\_\_\_\_\_  
Bruce A. White, Secretary

By   
\_\_\_\_\_  
Maurice B. Tosé, President

THE UNDERSIGNED, President of WINDWARD ACQUISITION CORP., who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

  
\_\_\_\_\_  
Maurice B. Tosé, President

THE UNDERSIGNED, President of TELECOMMUNICATION SYSTEMS, INC., who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

  
\_\_\_\_\_  
Maurice B. Tosé, President