

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Beltone Electronics Corporation		12/27/2001	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Beltone Electronics Corporation LLC		
Street Address:	4201 W. Victoria Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60646		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2095836	POWER PAS	
CORRESPONDENCE DATA			
Fax Number:	(415)393-2286		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	415-393-2000		
Email:	barbara.friedman@bingham.com		
Correspondent Name:	Barbara L. Friedman		
Address Line 1:	Three Embarcadero Center		
Address Line 2:	Suite 1800		
Address Line 4:	San Francisco, CALIFORNIA 94111-4067		
ATTORNEY DOCKET NUMBER:	23795-900-91-US POWERPAS		
NAME OF SUBMITTER:	Mary Dougherty		
Total Attachments: 2			
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Delaware

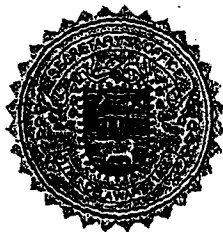
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The First State

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:

"BELTONE ELECTRONICS CORPORATION", A ILLINOIS CORPORATION, WITH AND INTO "BELTONE ELECTRONICS CORPORATION LLC" UNDER THE NAME OF "BELTONE ELECTRONICS CORPORATION LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 3 O'CLOCK P.M.

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



3469492 8100M

010674704

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1536283

DATE: 01-02-02

TRADEMARK

REF: 002718 FRAME: 0005

CERTIFICATE OF MERGER
OF
BELTONE ELECTRONICS CORPORATION
AND
BELTONE ELECTRONICS CORPORATION LLC

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

1. The name of the surviving limited liability company is Beltone Electronics Corporation LLC, a Delaware limited liability company.
2. The name of the corporation being merged into this surviving limited liability company is Beltone Electronics Corporation. The jurisdiction in which this corporation was formed is Illinois.
3. The Agreement of Merger has been approved and executed by both the corporation and the limited liability company.
4. The name of the surviving limited liability company is Beltone Electronics Corporation LLC.
5. The effective time of the merger is 12:01 a.m. January 1, 2002.
6. The executed Agreement of Merger is on file at 4201 W. Victoria, Chicago, Illinois 60646, the principal place of business of the surviving limited liability company.
7. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, this 27th day of December, 2001.

By: *James M. Curran*
 Authorized Person

Name: JAMES M CURRAN
 Print or Type

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 03:00 PM 12/28/2001
 010674704 - 3469492