

06-11-2003

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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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): S.L.U.S Communicator Asystance Systems, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Massachusetts Other

2. Name and address of receiving party(ies) Name: Castel, Inc. Internal Address: Suite 157H Street Address: 100 Cummings Center City: Beverly State: MA Zip: 01915 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: 6/27/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) Additional number(s) attached Yes No

2505054

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Mark Szpak, Esq. Internal Address: Ropes & Gray Street Address: 1 International Place City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41): \$65.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 18-1945

DO NOT USE THIS SPACE

9. Signature. Paul J. LePore Name of Person Signing Signature Date 5/1/03

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

06/10/2003 ECDOPER 00000050 181945 2505054 01 FC:8521 40.00 CH 02 FC:8522 25.00 CH

TRADEMARK REEL: 002749 FRAME: 0777

Registrations

Mark	Reg. No.	Reg. Date	Class	Status
C & Design	2,505,054	11/6/01	9	Registered
C & Design	2,531,125	1/22/02	42	Registered

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Examiner
[Signature]

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ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Geoffrey S. Burr, President

and Dennis H. Fieldman, Secretary

of Castel, Inc.
(Exact name of corporation)

organized under the laws of Delaware and herein called the parent corporation,

certify as follows:

1. That the subsidiary corporation to be merged into the parent corporation is:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
Communicator Assistance Systems, Inc.	Massachusetts	December 7, 1982

(642775144)

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

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P.C.

3/8/2007

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4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

RESOLVED: That, pursuant to Section 253 of the General Corporation Law of the State of Delaware and Chapter 156B, Section 82 of the General Laws of The Commonwealth of Massachusetts, Communicator Asystance Systems, Inc. ("Communicator Asystance") merge (the "Merger") into its parent, Castel, Inc. (the "Company"), with the Company being the surviving corporation in the Merger; that the effective time of the Merger will be June 28, 2002 at 12:01 a.m.; that all of the estate, property rights, privileges, powers, franchises and assets of Communicator Asystance be vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by Communicator Asystance in its own name; and that the Company shall assume all of the liabilities and obligations of Communicator Asystance.

RESOLVED: That upon the effectiveness of the Merger, each share of Communicator Asystance's stock outstanding immediately prior to the effectiveness of the Merger shall by virtue of the Merger and without any action on the part of Communicator Asystance or the Company be cancelled, and no payment shall be made in respect thereof.

RESOLVED: That the form, term and provisions of the Agreement and Plan of Merger dated as of June 27, 2002 between the Company and Communicator Asystance and presented to this Board of Directors be, and the same is, hereby approved.

RESOLVED: That the officers of the Company be and they hereby are directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Communicator Asystance into the Company and for the Company to assume Communicator Asystance's liabilities and obligations and setting forth the date of adoption thereof and to file the same in the office of the Secretary of State of the State of Delaware; and that the officers of the Company be and they hereby are authorized to execute, deliver, acknowledge and file any other documents necessary or desirable for the consummation of the Merger.



Notes: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing:

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (e), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 27th day of June, 20 02.


_____, President

_____, Secretary

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250, having been paid, said articles are deemed to have been filed with me this 27th day of JUNE, 20 02.

Effective date: _____

SECRETARY OF THE
COMMONWEALTH
CORPORATION DIVISION
02 JUN 27 PM 4: 03



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Brendan M. Gibbons, Esq.
Ropes & Gray

One International Place

Boston, MA 02110

Telephone: (617) 951-7661