

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
American Technology, Inc.		09/30/2003	CORPORATION:
Ultrasonics For Less, Inc.		09/30/2003	CORPORATION:

RECEIVING PARTY DATA	
Name:	Branson Ultrasonics Corporation
Street Address:	41 Eagle Road, Commerce Park
City:	Danbury
State/Country:	CONNECTICUT
Postal Code:	06813-1961
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 6		
Property Type	Number	Word Mark
Registration Number:	1893930	AMTECH
Registration Number:	1909736	ULTRAWELD
Registration Number:	2277173	ULTRACLEAR
Registration Number:	1900359	ULTRASEAL
Registration Number:	2144948	ULTRASEAM
Registration Number:	1900358	ULTRASPLICE

CORRESPONDENCE DATA	
Fax Number:	(248)641-0270
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(248) 641-1600
Email:	docketingtm@hdp.com
Correspondent Name:	Lisa M. DuRoss
Address Line 1:	P.O. Box 828
Address Line 2:	Harness, Dickey & Pierce, P.L.C.
Address Line 4:	Bloomfield Hills, MICHIGAN 48303

CH \$165.00 1893930

ATTORNEY DOCKET NUMBER:

4348-500034

NAME OF SUBMITTER:

Lisa M. DuRoss

Total Attachments: 4

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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 OWNERSHIP, WHICH MERGES:

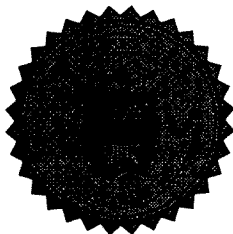
"AMERICAN TECHNOLOGY, INC.", A CONNECTICUT CORPORATION,

"ULTRASONICS FOR LESS, INC.", A NEVADA CORPORATION,

WITH AND INTO "BRANSON ULTRASONICS CORPORATION" UNDER THE NAME OF "BRANSON ULTRASONICS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2003, AT 2:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2003, AT 11:59 O'CLOCK P.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

0624626 8100M

AUTHENTICATION: 2661184

030625098

DATE: 09-29-03
TRADEMARK

REEL: 002762 FRAME: 0539

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
AMERICAN TECHNOLOGY, INC.
AND
ULTRASONICS FOR LESS, INC.
INTO
BRANSON ULTRASONICS CORPORATION**

Branson Ultrasonics Corporation, a ~~company~~, organized and existing under the laws of Delaware.

DOES HEREBY CERTIFY:

FIRST: That this ~~company~~ was incorporated on the 26th day of April, 1965, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this ~~company~~ owns one hundred percent (100%) of the outstanding shares of the stock of American Technology, Inc., a corporation incorporated on the 17th day of January, 1980, pursuant to the Connecticut General Statutes and one hundred percent (100%) of the outstanding shares of the stock of Ultrasonics For Less, Inc., a corporation incorporated on the 8th day of June, 2000, pursuant to the Nevada Revised Statutes.

THIRD: That this ~~company~~ by the following resolutions of its Sole Shareholder and Board of Directors, duly adopted by unanimous written consent of its members this 26th day of September, 2003, filed with the minutes of the Board, determined to and did merge into itself said American Technology, Inc. and Ultrasonics for Less, Inc.:

WHEREAS, the Board has determined that it would be in the best interests of the Company to authorize the Company to merge into itself American Technology, Inc., a Connecticut corporation ("American") and Ultrasonics For Less, Inc., a Nevada corporation ("Ultrasonics"), on the terms set forth in the following resolutions.

RESOLVED, that the Company merge, and is hereby authorized to merge, into itself American and Ultrasonics with the Company being the surviving corporation and assuming all of the obligations of both American and Ultrasonics.

FURTHER RESOLVED, that the Plans and Agreement of Merger, attached hereto and incorporated herein (the "Plans"), are recommended and adopted and the Company is approved and authorized to execute the Plans.

FURTHER RESOLVED, that the Certificate of Incorporation of the Company as in force and effect at the Effective Time (as defined hereafter) of the merger in the jurisdiction of its incorporation shall be the certificate of incorporation of the surviving corporation and said Certificate of Incorporation

shall continue in full force and effect until changed, altered, or amended in the manner prescribed by the laws of the jurisdiction of its incorporation.

FURTHER RESOLVED, that the bylaws of the Company as in force and effect at the Effective Time of the merger shall be the bylaws of the surviving corporation and said bylaws shall continue in full force and effect until changed, altered, or amended in the manner prescribed by the laws of the jurisdiction of its incorporation.

FURTHER RESOLVED, that the directors and officers of the Company at the Effective Time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and/or offices, as applicable, until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

FURTHER RESOLVED, that each share of common stock of the Company, which shall be issued and outstanding at the Effective Time of the merger, shall remain issued and outstanding. The Company will not issue any of its shares for the issued shares of American or Ultrasonics inasmuch as the sole stockholder of both American and Ultrasonics is the Company. All of the issued shares of both American and Ultrasonics shall at the Effective Time of the merger be surrendered and canceled. The shares of the Company shall not be converted, but each said share which is issued as of the Effective Time of the merger shall continue to represent one issued share of the Company.

FURTHER RESOLVED, that the merger shall be effective as of 11:59 p.m. on September 30, 2003 (the "Effective Time").

FURTHER RESOLVED, at the Effective Time, all the property, rights, privileges, interests, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of both American and Ultrasonics shall be transferred to, vested in and devolve upon the Company without further act or deed, and all property, rights, and every other interest of the Company, American and Ultrasonics shall be as effectively the property of the Company as they were of the Company, American and Ultrasonics, respectively.

FURTHER RESOLVED, that the proposed merger and the Plans are hereby approved by the sole stockholder of the Company.

FURTHER RESOLVED, that the transactions contemplated hereby are approved and adopted and that the appropriate officers of the Company be, and each hereby is, authorized to execute and deliver, on behalf of the Company, any and all agreements, certificates, documents or instruments necessary or advisable in order to effectuate the merger contemplated hereby, including

without limitation, the Certificate of Ownership and Merger to be filed with Secretary of State of the State of Delaware.

FURTHER RESOLVED, that the appropriate officers of the Company be, and each hereby is, authorized, on behalf of the Company, and under corporate seal or otherwise, to make all necessary filings, to seek all necessary consents and to take any and all other actions which any such officer may deem necessary, appropriate or advisable to carry out the transactions contemplated hereby and the intent and purposes of the foregoing resolutions, including, without limitation, payment of all proper expenses and execution and delivery of all such agreements, applications, statements, undertakings, consents to service of process, certificates, instruments and other documents as any such officer may deem necessary, appropriate or advisable to carry out the terms and provisions and the intent and purposes of the foregoing resolutions.

FOURTH: That this merger shall become effective as of 11:59 p.m. on September 30, 2003.

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

IN WITNESS WHEREOF, said Branson Ultrasonics Corporation has caused this Certificate to be signed by Harley M. Smith, its Secretary, this 26th day of September, 2003.

BRANSON ULTRASONICS CORPORATION

By



Harley M. Smith, Secretary