

08-13-2003



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): Triton Systems, Inc. 8803
Individual(s) Association General Partnership Limited Partnership Corporation-State Mississippi Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Triton Systems of Delaware, Inc. Internal Address: Street Address: 522 E. Railroad Street City: Long Beach State: MS Zip: 39560
Individual(s) citizenship Association General Partnership Limited Partnership 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 Merger Security Agreement Change of Name Other
Execution Date: December 31, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,384,164 2,432,277
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Roberta L. Christensen Internal Address: Koley Jessen P.C. Street Address: One Pacific Place 1125 S. 103rd St., Ste. 800 City: Omaha State: NE Zip: 68124

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: 50-0771 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Roberta L. Christensen Signature Date 8/6/03

Total number of pages including cover sheet, attachments, and document: 4

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

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OFFICE OF THE COMMISSIONER OF PATENT AND TRADEMARKS FINANCE SECTION

**CERTIFICATE OF MERGER
OF
TRITON SYSTEMS, INC.,
A MISSISSIPPI CORPORATION
WITH AND INTO
TRITON SYSTEMS OF DELAWARE, INC.
A DELAWARE CORPORATION**

(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)

Triton Systems of Delaware, Inc. a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:

- (a) Triton Systems, Inc., a Mississippi corporation ("AC"); and
- (b) Triton Systems of Delaware, Inc., a Delaware corporation ("SC").

2. A Plan and Agreement of Merger (the "Agreement") has been approved, adopted, certified, executed and acknowledged by AC and SC in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The Agreement provides that the merger herein certified shall be effective at 11:59 p.m. Eastern Time on December 31, 2001 (the "Effective Time").

4. The name of the surviving corporation in the merger herein certified is Triton Systems of Delaware, Inc. which will continue its existence as said surviving corporation under its present name upon the Effective Time of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The certificate of incorporation of SC, as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended or repealed pursuant to the provisions of the General Corporation Law of the State of Delaware.

6. SC is a corporation of the State of Delaware.

7. The executed Agreement is on file at the principal place of business of SC at 522 East Railroad Street, Long Beach, Mississippi 39560.

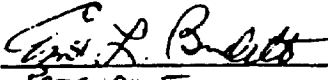
8. A copy of the Agreement will be furnished by SC, on request and without cost, to any stockholder of AC or SC.

9. The authorized capital stock of AC is 13,411,608 shares of common stock, \$.01 par value, consisting of 12,440,397 voting shares and 971,211 non-voting shares.

10. The Agreement provides that the Agreement may be terminated or amended prior to the Effective Time in accordance with the provisions of Sections 252(e) and 251(d) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, SC has caused this certificate to be signed by Ernest L. Burdette, its authorized officer, on the 25 day of October, 2001.

TRITON SYSTEMS OF DELAWARE, INC.,
a Delaware corporation

By: 
Its: PRESIDENT

State of Delaware
Office of the Secretary of State

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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:

"TRITON SYSTEMS, INC.", A MISSISSIPPI CORPORATION,
WITH AND INTO "TRITON SYSTEMS OF DELAWARE, INC." UNDER THE NAME OF "TRITON SYSTEMS OF DELAWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF NOVEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

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

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AUTHENTICATION: 1441988

010571301

DATE: 11-13-01

RECORDED: 08/08/2003

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