

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office  
65825.0101

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

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Pixel Magic Imaging, Inc.

- Individual(s)
- General Partnership
- Corporation-State (Texas)
- Other \_\_\_\_\_
- 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: 02/16/2001

2. Name and address of receiving party(ies)

Name: Pixel Magic Imaging, Inc.

Internal Address: \_\_\_\_\_

Street Address: 631 Mill St.

City: San Marcos State: TX Zip: 78666

- 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

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

A. Trademark Application No.(s) 2,007,231

B. Trademark Registration No.(s) \_\_\_\_\_

Additional number(s) attached  Yes  No

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

Name: Matthew J. Booth

Internal Address: \_\_\_\_\_

Street Address: Booth Wright L.L.P.

P.O. Box 50010

City: Austin State: TX Zip: 78763-0010

6. Total number of applications and registrations involved: \_\_\_\_\_

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

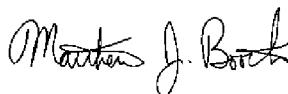
11-0851

DO NOT USE THIS SPACE

9. Signature.

Matthew J. Booth

Name of Person Signing



Signature

03/29/2004

Date

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

15

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

CH \$40.00 110851 2007231

State of Delaware  
Office of the Secretary of State

PAGE 1

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 MERGERS WHICH MERGES:

"PIXEL MAGIC IMAGING INC. TEXAS CORPORATION,  
WITH AND INTO "PIXEL MAGIC IMAGING, INC." UNDER THE NAME OF  
"PIXEL MAGIC IMAGING, INC.", A CORPORATION INCORPORATED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED  
AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF FEBRUARY, A.D.  
2001 AT 3:15 O'CLOCK P.M.  
A TRUE COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.

3345534 8100M

010081444



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0979609

DATE: 02-20-01

05/21/2002 11:13 FAX 5124577000

003

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:15 PM 02/16/2002  
010091444 - 3345334

**CERTIFICATE OF MERGER**

of

**PIXEL MAGIC IMAGING, INC.**  
(a Texas corporation)**WITH AND INTO****PIXEL MAGIC IMAGING, INC.**  
(a Delaware corporation)

Pursuant to Section 252 of the  
General Corporation Law of the State of Delaware

Pixel Magic Imaging, Inc., a Delaware corporation ("Pixel Delaware"), DOES HEREBY  
CERTIFY AS FOLLOWS:

**FIRST:** That Pixel Delaware was incorporated on February 15, 2001 pursuant to the Delaware General Corporation Law (the "Delaware Law"). Pixel Magic Imaging, Inc., a Texas corporation ("Pixel Texas") was incorporated in December 15, 1992, pursuant to Texas Law.

**SECOND:** That an Agreement and Plan of Merger, dated as of February 16, 2001 between Pixel Delaware and Pixel Texas (the "Plan of Merger"), setting forth the terms and conditions of the merger of Pixel Texas with and into Pixel Delaware (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the Delaware Law.

**THIRD:** That the name of the surviving corporation of the Merger (the "Surviving Corporation") shall be Pixel Magic Imaging, Inc.

**FOURTH:** That pursuant to the Plan of Merger, as of the effective time of the Merger, the Certificate of Incorporation of Pixel Delaware shall be the Certificate of Incorporation of the Surviving Corporation, until amended as provided by law.

**FIFTH:** That an executed copy of the Plan of Merger is on file at the principal place of business of the Surviving Corporation at the following address:

Pixel Magic Imaging, Inc.  
631 Mill Street  
San Marcos, Texas 78666

Gray Copy/ADU48221-1.1  
104739-156779

05/21/2002 11:14 FAX 5124577000

004

02 10 01 17:07 FAX 512 457 7970

GRAY CARY-AUSTIN

003 001

SIXTH: That a copy of the Plan of Merger will be furnished by Pixel Delaware, on request and without cost, to any shareholder of any constituent corporation.

SEVENTH: That prior to the effective time of the Merger, the authorized capital stock of Pixel Texas is Thirty Million (30,000,000) shares of common stock, par value \$0.01, and Five Million (5,000,000) shares of preferred stock, par value \$0.01.

EIGHTH: That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Remainder of page intentionally left blank.]

Gray Cary/Austin052141.1  
104798-156778

-2-

05/21/2002 11:14 FAX 5124577000

005

... 001-AUSTIN

IN WITNESS WHEREOF, the directors of Pixel Delaware have caused this Certificate of Merger to be executed in its corporate name as of February 14, 2001.

PIXEL MAGIC IMAGING, INC.,  
a Texas corporation

By:   
David Oles, President

PIXEL MAGIC IMAGING, INC.,  
a Delaware corporation

By:   
David Oles, President

[Signature Page of Certificate of Merger]



# The State of Texas

SECRETARY OF STATE

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

PIXEL MAGIC IMAGING, INC.  
(a Texas corporation)

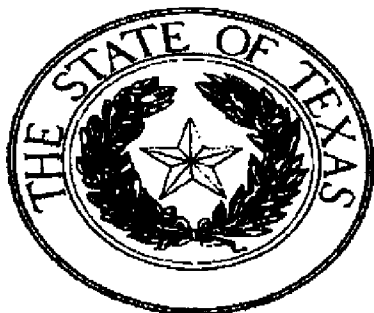
with and into

PIXEL MAGIC IMAGING, INC.  
(a Delaware corporation)

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed February 16, 2001

Effective February 16, 2001



Henry Cuellar  
Secretary of State

05/21/2002 11:14 FAX 5124577000

007

ARTICLES OF MERGER  
OF  
PIXEL MAGIC IMAGING, INC.  
(a Texas corporation)

FILED  
In the Office of the  
Secretary of State of Texas  
FEB 16 2001  
Corporations Section

AND  
PIXEL MAGIC IMAGING, INC.  
(a Delaware corporation)

To the Secretary of State  
State of Texas

Pursuant to the provisions of the Texas Business Corporation Act, the domestic corporation and the foreign corporation herein named do hereby adopt the following articles of merger for the purpose of merging the domestic corporation with and into the foreign corporation.

1. The names of the constituent corporations are Pixel Magic Imaging, Inc., which is a corporation organized under the laws of the State of Texas, and which is subject to the provisions of the Texas Business Corporation Act ("Pixel Texas"), and Pixel Magic Imaging, Inc., which is a business corporation organized under the laws of the State of Delaware and authorized to do business under the laws of the State of Texas ("Pixel Delaware").
2. Annexed hereto and made a part hereof, is the Agreement and Plan of Merger for merging Pixel Texas with and into Pixel Delaware as approved by the directors and the shareholders of the said constituent corporations.
3. The number of shares of Pixel Texas which were outstanding at the time of the approval of the Agreement and Plan of Merger by all its shareholders and their unanimous adoption of a resolution authorizing the merger was 7,350,000 shares of Common Stock, 904,615 shares of Series A Preferred Stock, and 37,692 shares of Series A1 Preferred Stock.
4. The approval of the Agreement and Plan of Merger by the shareholders of Pixel Texas was by written consent action, which has been given in accordance with the provisions of Article 9.10 of the Texas Business Corporation Act and, if not waived, any written notice required by that Article has been given.
5. The approval of the Agreement and Plan of Merger was duly authorized by all action required by the laws under which Pixel Delaware was incorporated and by its constituent documents.

Gray CopyAALM052542.1  
104739-156770

05/21/2002 11:14 FAX 5124577000

008

6. Pixel Delaware will continue to exist as the surviving corporation under its present name pursuant to the provisions of the laws of the State of Delaware and will be governed by said laws.

7. Pixel Delaware will assume and be responsible for the payment of any and all franchise taxes, sales and use taxes or other fees incurred by Pixel Texas or Pixel Delaware prior to, contemporaneously with, or following the effectiveness of this merger and be obligated to pay such fees and franchise taxes if the same are not timely paid.

8. The merger herein provided for shall be effective in the State of Texas as of the time of filing with the Secretary of State on February 14, 2001.

[Remainder of Page Intentionally Left Blank]

Copy 1/1/4052542.1  
104728-156779

2

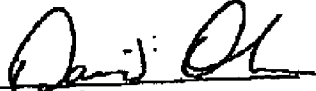


05/21/2002 11:15 FAX 5124577000

000

Executed on February 15, 2001.

PIXEL MAGIC IMAGING, INC.,  
a Texas corporation

By:   
David Oles  
President

PIXEL MAGIC IMAGING, INC.,  
a Delaware corporation

By:   
David Oles  
President

(Signature Page to Articles of Incorporation)

05/21/2002 11:15 FAX 5124577000

0010

### AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement and Plan of Merger") is entered into as of February 16, 2001 and was approved on February 16, 2001 by resolution adopted by the Board of Directors of Pixel Magic Imaging, Inc., a corporation of the State of Texas ("Pixel Texas"), and approved on February 16, 2000 by resolution adopted by the Board of Directors of Pixel Magic Imaging, Inc., a corporation of the State of Delaware ("Pixel Delaware").

WHEREAS, Pixel Delaware is a corporation duly organized and existing under the laws of the State of Delaware, and is the wholly-owned subsidiary of Pixel Texas;

WHEREAS, Pixel Texas is a corporation duly organized and existing under the laws of the State of Texas;

WHEREAS, on the date of this Agreement and Plan of Merger, Pixel Delaware has authority to issue 30,000,000 shares of Common Stock, par value of \$0.01 per share (the "Pixel Delaware Common Stock"), of which one thousand (1,000) shares are issued and outstanding and owned by Pixel Texas and 5,000,000 shares of Preferred Stock, par value of \$0.01 per share (the "Pixel Delaware Preferred Stock"), none of which is outstanding;

WHEREAS, on the date of this Agreement and Plan of Merger, Pixel Texas has authority to issue 30,000,000 shares of Common Stock, par value \$0.01 per share (the "Pixel Texas Common Stock") of which 7,350,000 shares are issued and outstanding, and 5,000,000 shares of Preferred Stock, par value \$0.01 per share (the "Pixel Texas Preferred Stock"), of which (i) 1,152,090 shares are designated as Series A Preferred Stock, 904,615 of which shares of Series A Preferred Stock are issued and outstanding, and (ii) 37,692 shares are designated as Series A1 Preferred Stock, 37,692 of which are issued and outstanding.

WHEREAS, the respective Boards of Directors for Pixel Delaware and Pixel Texas have determined that, for the purpose of effecting the reincorporation of Pixel Texas in the State of Delaware, it is advisable and to the advantage of said two corporations and their shareholders that Pixel Texas merge with and into Pixel Delaware upon the terms and conditions herein provided; and

WHEREAS, the respective Boards of Directors of Pixel Delaware and Pixel Texas, the shareholders of Pixel Texas, and the sole stockholder of Pixel Delaware have adopted and approved this Agreement and Plan of Merger;

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Pixel Texas and Pixel Delaware hereby agree to merge as follows:

1. Merger. Pixel Texas and Pixel Delaware shall, pursuant to the applicable provisions of the Texas Business Corporation Act and of the Delaware General Corporation Law be merged with and into a single corporation, to wit, Pixel Magic Imaging, Inc., a corporation of the State of Delaware, which shall be the surviving corporation upon the effective date of the

Copy CopyAU4032548.1  
104739-156779

05/21/2002 11:16 FAX 5124577000

012

one (1) fully paid nonassessable share of Pixel Delaware Preferred Stock, (iii) each option to purchase Pixel Texas Common Stock or Pixel Texas Preferred Stock outstanding immediately prior thereto shall be changed and converted into an option to purchase the same number of shares of Pixel Delaware Common Stock or Pixel Delaware Preferred Stock, (iv) each warrant to purchase Pixel Texas Common Stock or Pixel Texas Preferred Stock outstanding immediately prior thereto shall be changed and converted into a warrant to purchase the same number of shares of Pixel Delaware Common Stock or Pixel Delaware Preferred Stock; and (v) each promissory note convertible into Pixel Texas Common Stock or Pixel Texas Preferred Stock outstanding immediately prior thereto shall be changed and converted into a promissory note convertible into the same number of shares of Pixel Delaware Common Stock or Pixel Delaware Preferred Stock.

b. Stock Plan. Upon the Effective Date, Pixel Delaware shall adopt and assume in its entirety the Pixel Texas 1999 Incentive Stock Plan (as amended to date) (the "Plan") and each option issued under the Plan to purchase shares of Pixel Texas Common Stock outstanding immediately prior to the Effective Date shall be changed and converted into an option to purchase the same number of shares of Pixel Delaware Common Stock.

c. Fractional Shares. No fractional shares which a Pixel Delaware stockholder would otherwise be entitled to receive by reason of the exchange of Pixel Texas stock for Pixel Delaware stock shall be issued.

7. Stock Certificates. On and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of Pixel Texas stock shall be deemed for all purposes to evidence ownership of and to represent the shares of Pixel Delaware stock into which the shares of Pixel Texas stock represented by such certificates have been converted as herein provided. The registered owner on the books and records of Pixel Delaware or its transfer agent of any such outstanding stock certificate shall, until such certificate has been surrendered for transfer or otherwise accounted for to Pixel Delaware or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of Pixel Delaware stock evidenced by such outstanding certificate as above provided.

8. Outstanding Common Stock of Pixel Delaware. Forthwith upon the Effective Date, the one thousand (1,000) shares of Pixel Delaware Common Stock presently issued and outstanding in the name of Pixel Texas shall be cancelled and retired and resume the status of authorized and unissued shares of Pixel Delaware Common Stock, and no shares of Pixel Delaware Common Stock or other securities of Pixel Delaware shall be issued in respect thereof.

9. Shareholder Approval. This Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of Pixel Texas for their approval or rejection in the manner prescribed by the provisions of the Texas Business Corporation Act and to the sole stockholder of Pixel Delaware for its approval or rejection in the manner prescribed by the Delaware General Corporation Law.

Grey Copy AALM051540.1  
104739-156779

-3-

IN WITNESS WHEREOF, this Agreement and Plan of Merger, having first been duly approved by resolution of the Board of Directors of Pixel Texas and Pixel Delaware, is hereby executed on behalf of each of said two (2) corporations by their respective officers thereunto duly authorized.

PIXEL MAGIC IMAGING, INC.  
a Delaware corporation

By: David Oles  
David Oles  
President

PIXEL MAGIC IMAGING, INC.  
a Texas corporation

By: David Oles  
David Oles  
President

Copy Copy\UN4052540.1  
104730-156779

