

10-15-2003

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

RECC TF



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

Tab settings

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

1. Name of conveying party(ies): LANTRONIX, INC. (California)

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: July 28, 2000

2. Name and address of receiving party(ies)

Name: LANTRONIX, INC. (Delaware)

Internal

Address:

Street Address: 15353 Barranca Parkway

City: Irvine State: CA Zip: 92618

- 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)

B. Trademark Registration No.(s)

(SEE ATTACHED)

Additional number(s) attached Yes No

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

Name: William J. Brucker, Esq.

Internal Address:

Street Address: STETINA BRUNDA GARRED & BRUCKER

75 Enterprise, Suite 250

City: Aliso Viejo State: CA Zip: 92656

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41) \$ 480.00

- Enclosed, Authorized to be charged to deposit account

*Please charge any additional fees to:

8. Deposit account number:

19-4330

(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.

William J. Brucker

Name of Person Signing

Signature

October 8, 2003

Date

4

10/14/2003 LMI/ELLER 00000213 1318995

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

01 FC:0321 02 FC:0322

40.00 UP 275.00 DP

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

Refund Ref: 10/14/2003

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CHECK Refund Total: 615.00

TRADEMARK REEL: 002843 FRAME: 0745

**Recordation Form Cover Sheet
TRADEMARKS ONLY**

ATTACHMENT (4.B)

4.B Trademark Registration Numbers

1,318,995

1,385,828

1,681,882

1,758,112

1,845,480

1,965,874

2,115,383

2,163,887

2,212,377

2,244,447

2,363,627

2,566,035

**AGREEMENT AND PLAN OF MERGER
OF LANTRONIX, INC.,
A DELAWARE CORPORATION,
AND
LANTRONIX,
A CALIFORNIA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of July 26, 2000 (the "Agreement") is between Lantronix, Inc., a Delaware corporation ("Lantronix Delaware"), and Lantronix, a California corporation ("Lantronix California"). Lantronix Delaware and Lantronix California are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. Lantronix Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 205,000,000 shares, of which 200,000,000 shares are designated "Common Stock," and 5,000,000 shares are designated "Preferred Stock." As of the date hereof, 100 shares of Common Stock were issued and outstanding, all of which are held by Lantronix California, and no shares of Preferred Stock were issued and outstanding.

B. Lantronix California is a corporation duly organized and existing under the laws of the State of California and has an authorized capital of 200,000,000 shares, all of which are designated "Common Stock." As of the date hereof, 29,774,432 shares of Common Stock were issued and outstanding, and no shares of Preferred Stock were issued and outstanding.

C. The Board of Directors of Lantronix California has determined that, for the purpose of effecting the reincorporation of Lantronix California in the State of Delaware, it is advisable and in the best interests of Lantronix California and its shareholders that Lantronix California merge with and into Lantronix Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors of Lantronix Delaware and Lantronix California have approved this Agreement.

E. The terms of this Agreement were approved by the vote of a number of shares of each class of stock of both Lantronix Delaware and Lantronix California which equaled or exceeded the vote required.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Lantronix Delaware and Lantronix California agree, subject to the terms and conditions set forth below, as follows:

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FILED
In the Office of the Secretary of State
of the State of California

State of Delaware

PAGE 1

AUG 04 2000 *RS*

Office of the Secretary of State

Bill Jones
BILL JONES, Secretary of State

I, EDWARD J. FREEL, 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:

"LANTRONIX", A CALIFORNIA CORPORATION,

WITH AND INTO "LANTRONIX, INC." UNDER THE NAME OF

"LANTRONIX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JULY, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0591562

DATE:

07-31-00

TRADEMARK