

01-22-2004



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

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

102651882

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

1. Name of conveying party(ies): 1-20-04 Metrosoft, Incorporated

- 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: 03-30-2001

2. Name and address of receiving party(ies) Name: Metro Optics of Austin, Inc.

Internal Address: Street Address: 15802 Vision Drive City: Pflugerville State: TX Zip: 78660

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Texas 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) 1,275,911

Additional number(s) attached Yes No

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

Name: Stephen D. Carver

Internal Address: Suite 800

Street Address: 2024 Arkansas Valley Drive

City: Little Rock State: AR Zip: 72212-4147

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:

DO NOT USE THIS SPACE

9. Signature.

Stephen D. Carver

Signature

01-16-2004 Date

Name of Person Signing 00000186 1275911

14

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

01/21/2004

01 FC:8521

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

TRADEMARK REEL: 002899 FRAME: 0567



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF MERGER

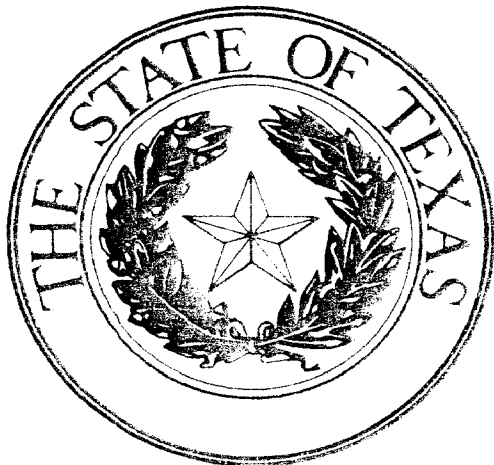
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

METROSOFT, INCORPORATED
A Texas Corporation
With and Into
METRO OPTICS OF AUSTIN, INC.
A Texas 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 April 2, 2001

Effective April 2, 2001



Henry Cuellar
Secretary of State

APR 02 2001

ARTICLES OF MERGER

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, Metrosoft, Inc., a Texas corporation, and Metro Optics of Austin, Inc., a Texas corporation, adopt the following Articles of Merger:

1. The following Plan of Merger has been approved by each of the parties to the Plan, in the manner prescribed by their constituent documents and the Texas Business Corporation Act:

- A. Metrosoft, Inc., a Texas corporation, will merge with Metro Optics of Austin, Inc., a Texas corporation.
- B. The name of the surviving corporation will be Metro Optics of Austin, Inc.
- C. The existence of Metrosoft, Inc. as a distinct entity will cease as of March 30, 2001. At that time, the surviving corporation will succeed, without other transfer, to all the rights and property of Metrosoft, Inc., and the surviving corporation will be subject to all the debts and liabilities of Metrosoft, Inc. in the same manner as if the surviving corporation had itself incurred the debts and liabilities. All rights of creditors and liens on the property of Metrosoft, Inc. shall remain in force with respect to property affected by such liens immediately prior to the merger and shall be responsible for all fee and franchise taxes.
- D. The surviving corporation shall carry on the business with the assets of the merging corporations as these corporations existed immediately prior to the merger.
- E. The shareholders of Metrosoft, Inc. will surrender all 750 issued and outstanding shares of stock in exchange for 8,635 shares of common stock in Metro Optics of Austin, Inc. The shareholders of Metro Optics of Austin, Inc. will retain their shares as shares of the surviving corporation.
- F. No changes will be made in the Articles of Incorporation of Metro Optics of Austin, Inc.
- G. Metro Optics of Austin, Inc. will assume a written lease to real property under which Metrosoft, Inc. is currently obligated, effective March 30, 2001.

2. The name of the surviving corporation is Metro Optics of Austin, Inc.

3. For each of the parties to the Plan of Merger, the number of shares outstanding and the designation and number of outstanding shares of each class or series of stock that are entitled to vote as a class on the Plan are as follows:

ARTICLES OF MERGER

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, Metrosoft, Inc., a Texas corporation, and Metro Optics of Austin, Inc., a Texas corporation, adopt the following Articles of Merger:

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 - A. Metrosoft, Inc., a Texas corporation, will merge with Metro Optics of Austin, Inc., a Texas corporation.
 - B. The name of the surviving corporation will be Metro Optics of Austin, Inc.
 - C. The existence of Metrosoft, Inc. as a distinct entity will cease as of March 30, 2001. At that time, the surviving corporation will succeed, without other transfer, to all the rights and property of Metrosoft, Inc., and the surviving corporation will be subject to all the debts and liabilities of Metrosoft, Inc. in the same manner as if the surviving corporation had itself incurred the debts and liabilities. All rights of creditors and liens on the property of Metrosoft, Inc. shall remain in force with respect to property affected by such liens immediately prior to the merger.
 - D. The surviving corporation shall carry on the business with the assets of the merging corporations as these corporations existed immediately prior to the merger.
 - E. The shareholders of Metrosoft, Inc. will surrender all 750 issued and outstanding shares of stock in exchange for 8,635 shares of common stock in Metro Optics of Austin, Inc. The shareholders of Metro Optics of Austin, Inc. will retain their shares as shares of the surviving corporation.
 - F. No changes will be made in the Articles of Incorporation of Metro Optics of Austin, Inc.
 - G. Metro Optics of Austin, Inc. will assume a written lease to real property under which Metrosoft, Inc. is currently obligated, effective March 30, 2001.
2. The name of the surviving corporation is Metro Optics of Austin, Inc.
3. For each of the parties to the Plan of Merger, the number of shares outstanding and the designation and number of outstanding shares of each class or series of stock that are entitled to vote as a class on the Plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class or Series</u>	
		<u>Designation of Class or Series</u>	<u>Number of Shares</u>
Metrosoft, Inc.	750	N/A	N/A

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class or Series</u>	
		<u>Designation of Class or Series</u>	<u>Number of Shares</u>
Metro Optics of Austin, Inc.	60,443	N/A	N/A

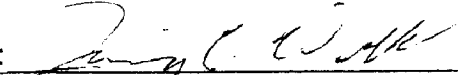
4. For each party to the merger, the number of shares that voted for and against the Plan of Merger, and the number of shares of each class or series that voted for or against the plan, are as follows:

<u>Name of Corporation</u>	<u>Voted For</u>	<u>Number of Shares Not Entitled to Vote as a Class</u>		<u>Class or Series</u>	<u>Number of Shares Entitled to Vote as a Class</u>	
		<u>Voted Against</u>			<u>Voted For</u>	<u>Voted Against</u>
Metrosoft, Inc.	750	0		N/A	N/A	N/A

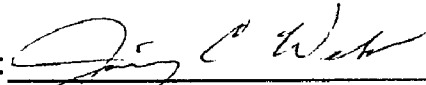
<u>Name of Corporation</u>	<u>Voted For</u>	<u>Number of Shares Not Entitled to Vote as a Class</u>		<u>Class or Series</u>	<u>Number of Shares Entitled to Vote as a Class</u>	
		<u>Voted Against</u>			<u>Voted For</u>	<u>Voted Against</u>
Metro Optics of Austin, Inc.	60,443	0		N/A	N/A	N/A

Dated: March 30, 2001

Metrosoft, Inc.

By: 
Jimmy C. Webb, President

Metro Optics of Austin, Inc.

By: 
Jimmy C. Webb, President

Unanimous Consent of Shareholders of
Metro Optics of Austin, Inc.

The undersigned, being the Shareholders of Metro Optics of Austin, Inc. (the "Corporation"), who would be entitled to vote upon the resolutions hereinafter set forth if the same had been submitted at a formal meeting of the shareholders of the Corporation duly called and held for the purposes of acting upon such resolutions, acting pursuant to Article 9.10B of the Texas Business Corporation Act, do hereby adopt, upon execution of this written consent, the following resolutions with the same force and effect as if adopted at a formal meeting of the shareholders of the Corporation duly called and held for the purpose of acting upon proposals to adopt such resolutions:

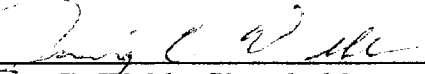
RESOLVED, that the Shareholders of the Corporation, being Jimmy C. Webb, Steve J. Webb and Kent E. Webb, hereby authorize the Corporation to adopt a Plan of Merger with Metrosoft, Inc., a Texas corporation, as follows:

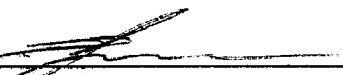
- A. Metrosoft, Inc., a Texas corporation, will merge with Metro Optics of Austin, Inc., a Texas corporation.
- B. The name of the surviving corporation will be Metro Optics of Austin, Inc.
- C. The existence of Metrosoft, Inc. as a distinct entity will cease as of March 30, 2001. At that time, the surviving corporation will succeed, without other transfer, to all the rights and property of Metrosoft, Inc., and the surviving corporation will be subject to all the debts and liabilities of Metrosoft, Inc. in the same manner as if the surviving corporation had itself incurred the debts and liabilities. All rights of creditors and liens on the property of Metrosoft, Inc. shall remain in force with respect to property affected by such liens immediately prior to the merger.
- D. The surviving corporation shall carry on the business with the assets of the merging corporations as these corporations existed immediately prior to the merger.
- E. The shareholders of Metrosoft, Inc. will surrender all 750 issued and outstanding shares of stock in exchange for 8,635 shares of common stock in Metro Optics of Austin, Inc. The shareholders of Metro Optics of Austin, Inc. will retain their shares as shares of the surviving corporation.
- F. No changes will be made in the Articles of Incorporation of Metro Optics of Austin, Inc.
- G. Metro Optics of Austin, Inc. will assume a written lease to real property under which Metrosoft, Inc. is currently obligated, effective March 30, 2001.

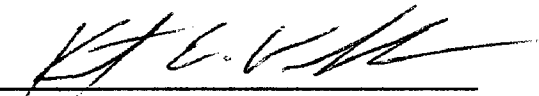
RESOLVED, that the Shareholders hereby authorize the President of the Corporation, Jimmy C. Webb, to endorse, execute and sign Articles of Merger and all documents necessary to effect the merger of Metrosoft, Inc. into Metro Optics of Austin, Inc.

Dated: March 30, 2001

METRO OPTICS OF AUSTIN, INC.

By: 
Jimmy C. Webb, Shareholder

By: 
Steve J. Webb, Shareholder

By: 
Kent E. Webb, Shareholder

SPECIAL SHAREHOLDERS & DIRECTORS MEETING METRO SOFT, INC.

A special Shareholders and Directors for Metro Soft, Inc. was held at the offices of Blazier, Christensen & Bigelow on Thursday the 29th of March.

The meeting was called to order to review the Articles of Merger and Jimmy C. Webb welcomed everyone who attended. Mr. Jimmy Webb explained that Metro Soft, Inc. has focused its business on providing soft contact lenses. He noted that optometry and ophthalmology have changed dramatically over the past several years. Today the large mega-optical groups control a substantial portion of the contact lens market. Every major mall has at least two major retail contact lens and optical retail stores. Companies like Lens Crafters have the ability to effectively market contact lens with mass marketing. Contact lenses soft and hard for the normal patient have become a commodity. These lenses are frequently manufactured off-shore and Metro Soft, Inc. does not have the ability to compete on price in the general marketplace.

Adding to the challenge is the increase in lasik surgery and as this new procedure becomes nationally prominent and provided through large publicly held companies offering this service, there will be fewer purchasers of contact lenses. Metro Soft, Inc. still has a modest market share providing services to individual ophthalmologist and optometrist. Metro Optics of Austin, Inc. has a very successful specialized the hard contact business. It manufactures hard specialty contact lenses that are individually prepared for patience that have acute visual problems. These types of lenses are not commodity and timely service and shipment to the individual ophthalmologist and optometrist is required. This is a specialized market where Metro Optics of Austin, Inc. is very competitive on the national market. The profit margin in the special market is much higher and the large manufacturers do not compete in the niche market. Additionally, it does not appear to be prudent to incur the accounting and bookkeeping costs of operating two separate corporations.

The next order of business focused on the valuation of Metro Soft, Inc. Steve Webb provided copies of financial statements for 1999 and preliminary financial documentation for the 2000 fiscal tax year which ends March 31st. Metro Soft's income and profitability continued to decline. In 1999 Metro Soft Inc. had net taxable income of approximately \$13,000.00 compared to net taxable income for Metro Optics of Austin, Inc. of \$105,000.00. Jimmy Webb noted that much of Metro Soft's equipment while still useful would not have any resale value. There was considerable discussion and it was agreed that Metro Soft's actual fair market value if sold to a reasonably prudent buyer who was aware of all facts and circumstances, not compelled to buy and if the purchaser was also well informed, a fair purchase price for valuation of Metro Soft, Inc. was approximately \$100,000.00.

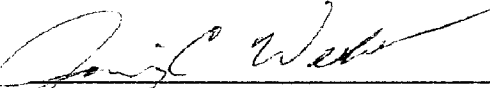
Steve Webb noted that income for Metro Optics of Austin, Inc. for 1999 was approximately \$105,000.00. Additionally all compensation for officers was paid out of Metro Optics of Austin, Inc. No compensation was paid to officers for Metro Soft, Inc.

The Articles of Merger were presented and both corporations approved their content. The merger takes place at the end of the fiscal year of both corporations so that as of the 1st of April, Metro Soft, Inc. will be merged into Metro Optics of Austin, Inc.

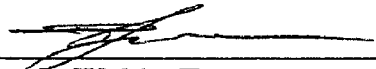
It was agreed that Metro Optics of Austin, Inc. has a value of at least \$700,000.00. Therefore the parties acknowledged and agreed that the value for exchange purposes would be 7 to 1. Thus, Metro Soft, Inc. in transferring all of its stock in the Merger to its shareholders will receive stock equal to 1/7th of the present issued stock in Metro Optics of Austin, Inc. The directors and shareholders authorized Jimmy C. Webb and Steve J. Webb to sign the Articles of Merger and all the documents needed to complete the merger.

Tom Virr presented to the Board of Directors and Shareholders copies of all of the appropriate documents and they were unanimously approved.

There being no further new business this meeting was adjourned.



Jimmy C. Webb, President



Steve J. Webb, Treasurer



Kent E. Webb, Secretary

SPECIAL SHAREHOLDERS & DIRECTORS MEETING METRO OPTICS OF AUSTIN, INC.

A special Shareholders and Directors meeting for Metro Optics of Austin, Inc. was held on Friday March 30, 2001.

Participating The meeting were Jimmy C. Webb, Steve J. Webb, Kent E. Webb, Wayne Reynolds – corporations CPA, Tom Virr and John C. Blazier.

The meeting was called to order to review the proposed merger of Metro Soft, Inc. into Metro Optics of Austin, Inc. Jimmy Webb outlined for the shareholders and directors the purpose of the merger. Presently Metro Soft, Inc. is in an extremely competitive environment and decreasing sales is certainly very likely. Metro Soft, Inc. specializes in the sale of soft lenses and soft lenses have become a commodity.

The very large optical groups control almost 90% of the soft contact lens market. Today companies like Lens Crafters with their mega-outlets in the major shopping centers are able to purchase soft lenses at extremely competitive prices. Soft Contact lenses are manufactured off-shore and it is simply becoming very difficult for Metro Soft, Inc. to compete in this environment. Metro Soft, Inc. still has a number of very loyal and committed ophthalmologist and optometrist so there is value in the business but its a value that is decreasing.

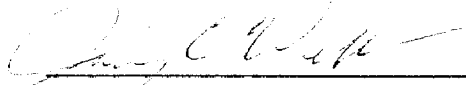
It is simply prudent and more cost effective for Metro Soft, Inc. to be merged into Metro Optics of Austin, Inc. There was a lengthy discussion regarding the business matters and it was agreed that Metro Soft, Inc. has a value of approximately \$100,000.00. This value was arrived at after looking at all of the financial figures and determining what a reasonable buyer would pay a reasonable seller both being well informed and neither being compelled to act.

The next order of business focused on the valuation of Metro Optics of Austin, Inc. The shareholders and directors reviewed all of the financial statements for 1999 and discussed the preliminary financial statements for the year 2000 whose corporate year ends March 31st. Comparing the gross sales and net taxable income it was agreed that Metro Optics of Austin, Inc. has a conservative value of approximately \$700,000.00. Therefore the exchange rate will be 7 to 1.


The next order of business focused on the conversion for Texas State law purposes of Metro Optics of Austin, Inc., the surviving entity in the corporate merger, into a Texas Limited Partnership. Mr. Blazier noted that under Texas law it is possible because of the federal check in the box rules for Metro Optic of Austin, Inc. to become Metro Optics of Austin, Ltd. It becomes a Limited Partnership for State law purposes but will continue to be a corporation for Federal tax purposes. By changing the status of the entity under State law, the newly converted entity will not be subject to Texas Franchise Tax law.

These matters were fully discussed and it was agreed that Metro Optics of Austin, Inc. become a Texas Limited Partnership. The documents converting the corporation to a Limited Partnership were reviewed and Jimmy C. Webb and Steve J. Webb were authorized to sign both these documents and the merger documents on behalf of the corporation.


There being no further new business this meeting was adjourned.



Jimmy C. Webb, President



Steve J. Webb, Treasurer



Kent E. Webb, Secretary

**Unanimous Consent of Shareholders of
Metrosoft, Inc.**

The undersigned, being the Shareholders of Metrosoft, Inc. (the "Corporation"), who would be entitled to vote upon the resolutions hereinafter set forth if the same had been submitted at a formal meeting of the shareholders of the Corporation duly called and held for the purposes of acting upon such resolutions, acting pursuant to Article 9.10B of the Texas Business Corporation Act, do hereby adopt, upon execution of this written consent, the following resolutions with the same force and effect as if adopted at a formal meeting of the shareholders of the Corporation duly called and held for the purpose of acting upon proposals to adopt such resolutions:

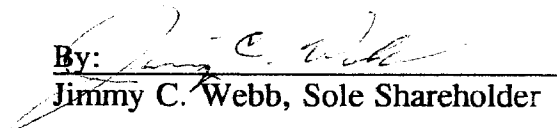
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RESOLVED, that the Shareholders hereby authorize the President of the Corporation, Jimmy C. Webb, to endorse, execute and sign Articles of Merger and all documents necessary to effect the merger of Metrosoft, Inc. into Metro Optics of Austin, Inc.

Dated: March 30, 2001

METROSOFT, INC.

By: 
Jimmy C. Webb, Sole Shareholder

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Re Registrant(s): Metro Optics of Austin, LTD.) **TRADEMARKS**
Trademark: METROSOFT II) Attorney's Dkt: 1275911-TMM
Reg. No: 1,275,911) **ATTN: Post Reg. Section**
Registered: May, 1, 1984)

CERTIFICATE UNDER 37 CFR § 3.73(b)

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
P. O. Box 1450
Alexandria VA 22313-1450

Dear Sirs:

Metro Optics of Austin, LTD., a Limited Partnership of Texas, by and through its undersigned Vice President, Steve J. Webb, hereby declares as follows:

(1) I, Steve J. Webb, am the Vice President of, Metro Optics of Austin, LTD., and I am familiar with all trademark matters pertaining to Metro Optics of Austin, LTD. and all related corporate predecessors in interest and I am empowered to sign this certificate on behalf of the latter company.

(2) The last owner of record for the trademark, METROSOFT II, registration number 1,275,911, was/is Metrosoft, Inc., formerly a Texas corporation, located at 2415 Rutland, Austin, Texas 78758.

(3) Metro Optics of Austin, LTD is the owner of the entire right, title and interest in the trademark registration identified above, i.e., Reg. No. 1,275,911 for METROSOFT II by virtue of a prior corporate merger and a corporate change of name thereafter.

(4) Metrosoft Inc. and Metro Optics of Austin, Inc., legally merged in the state of Texas. Articles of Merger were issued by the Secretary of State of Texas on April 2, 2002, (copy enclosed and marked as Exhibit 1), and the name of the surviving corporation was Metro Optics of Austin, Inc.

(5) A Certificate of Conversion was issued by the Secretary of State for Texas, on April 2, 2001, wherein Metro Optics of Austin, Inc. became Metro Optics of Austin, LTD, a Texas Limited Partnership. A copy of the Certificate of Conversion is attached hereto and identified as Exhibit 2.

(6) The undersigned has reviewed all the documents in the chain of title of the trademark registration identified above i.e., registered mark, METROSOFT II, and to the best of the undersigned's knowledge and belief, title for the mark and for the certificate of registration for METROSOFT II is thus held by Metro Optics of Austin, LTD.

(11) I, Steve J. Webb, declare that I am Vice President of Metro Optics of Austin, LTD., and that I am empowered to act on its behalf, and I hereby declare that all statements made herein of my own knowledge are true, and that all statements made on information and belief are believed to be true; and further, that these statements are made with the knowledge that willful false statements, and the like so made, are punishable by fine or imprisonment, or both, under Section 1001, Title 18 of the United States Code, and that such willful false statements or the like may jeopardize the validity of the application or any trademark issuing thereon.

METRO OPTICS OF AUSTIN, LTD.

SIGNATURE:



STEVE J. WEBB
VICE PRESIDENT


TITLE:

DATE OF SIGNATURE:

January 12, 2004

CERTIFICATE OF MAILING (37 C.F.R. §1.8)

The undersigned attorney hereby certifies that the foregoing Certificate under 37 C.F.R. § 3.73 and all enclosures, if any, is/are being deposited with the United States postal service, first class postage pre-paid, in an envelope addressed Mail Stop Assignment Recordation Services, Director of the United States Patent and Trademark Office, P. O. Box 1450, Alexandria VA 22313-1450, on this 16 day of Jan 2004.



Stephen D. Carver-Reg. No. 27,314

Encl: Copy of Registration, Certificate of Merger (Ex. 1), Certificate of Conversion (Ex. 2)

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