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

RECOI TR.

DEPARTMENT OF COMMERCE J.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): Cygnus Technologies, L.L.C. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [ ] Corporation-State [x] Other - an Illinois Limited Liability Company Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies) Name: Progeny, Inc. Internal Address: 1407 Barclay Blvd. Street Address: Same City: Buffalo Grove State: IL Zip: 60089 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State Illinois [ ] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [ ] Yes [x] No

3. Nature of conveyance: [ ] Assignment [x] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: Dec. 30, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See Attached Schedule A B. Trademark Registration No.(s) See Attached Schedule A Additional number(s) attached [x] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Lawrence R. Oremland Internal Address: Street Address: Lawrence R. Oremland, P.C. 5055 E. Broadway Blvd., Suite C-214 City: Tucson State: AZ Zip: 85711

6. Total number of applications and registrations involved: 6 7. Total fee (37 CFR 3.41) \$ 165.00 [x] Enclosed [ ] Authorized to be charged to deposit account

8. Deposit account number: OPR/FINANCE 2004 MAR 29 AM 7:32

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9. Signature. Lawrence R. Oremland Name of Person Signing Signature Date 3/29/04

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Total number of pages including cover sheet, attachments, and document: 9

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Mail documents to be recorded with required cover sheet information to: Mail Stop Assignment Recordation Services, Director of the Patent & Trademarks P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK REEL: 002941 FRAME: 0447

**ATTACHMENT A****TRADEMARK REGISTRATIONS AND APPLICATIONS**

<b>MARK</b>	<b>SERIAL NO.</b>	<b>REG. NO.</b>
CYGNUSRAY	75/495,009	2,411,712
CYGNASCOPE	75/494,917	2,339,892
GEMINI	75/494,799	2,339,890
CYGNUS	75/266,237	2,236,420
ORALVISION	75/273,819	2,282,447
FUTURA	75/499,600	



**OFFICE OF THE SECRETARY OF STATE**

**JESSE WHITE • Secretary of State**

**DECEMBER 30, 2003**

**5810-001-3**

**G T CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD, IL 62704**

**RE PROGENY, INC.**

**DEAR SIR OR MADAM:**

**ENCLOSED YOU WILL FIND THE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION.**

**FEEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.**

**THIS DOCUMENT MUST BE RECORDED IN THE OFFICES OF THE RECORDERS OF THE COUNTIES IN WHICH THE REGISTERED OFFICES OF THE MERGING CORPORATIONS ARE LOCATED. IN ORDER TO COMPLY WITH ARTICLE 6 OF THE COUNTIES CODE, AS AMENDED JANUARY 1, 1995, THE PAGES OF THIS DOCUMENT MUST BE SEPARATED BEFORE IT IS PRESENTED FOR RECORDING.**

**THE SURVIVING CORPORATION SHALL EXECUTE A REPORT FOLLOWING MERGER (FORMS ARE ENCLOSED) AND FILE SAME IN THIS OFFICE WITHIN SIXTY DAYS AFTER MERGER.**

**SINCERELY YOURS,**

**JESSE WHITE  
SECRETARY OF STATE**

**DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961**

**JW:CD**

*Springfield, Illinois 62756*

Form **BCA-11.39**

(Rev. Jan. 2003)

**ARTICLES OF MERGER**  
Between Illinois Corporations  
and Limited Liability Companies

File # 5810-001-3

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961  
<http://www.cyberdriveillinois.com>

*SUBMIT IN DUPLICATE*

**FILED**

This space for use by  
Secretary of State

**DEC 30 2003**

Date 12/30/03

Filing Fee \$ 100.00

**JESSE WHITE**  
SECRETARY OF STATE

Approved:  


**DO NOT SEND CASH!**  
Remit payment in check or money  
order, payable to "Secretary of State."  
Filing Fee is \$100, but if merger  
involves more than 2 corporations,  
\$50 for each additional corporation.

1. Names of the corporations and limited liability companies proposing to merge and the state or country of their organization or incorporation:

Name of Corporation Limited Liability Company	State or Country of Organization/Incorporation	Corporation File Number
<u>Progeny, Inc.</u>	<u>Illinois</u>	<u>5810-001-3</u>
<u>Cygnus Technologies, L.L.C.</u>	<u>Illinois</u>	<u>00826855</u>

2. The laws of the state or country under which each corporation and Limited Liability Company are organized, permit such merger.

3. (a) Name of the surviving party: Progeny, Inc.

(b) It shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of merger is as follows:  
See the Plan of Merger, a copy of which is attached hereto as Exhibit A.

5. Plan of merger was approved, as to each limited liability company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

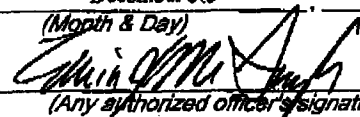
Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Progeny, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. (Not applicable if survivor is an Illinois corporation or an Illinois Limited Liability Company)

It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Illinois:

- a. The surviving limited liability company may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving limited liability company.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving limited liability company to accept service of process in any such proceedings, and
- c. The surviving limited liability company will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7.(a.) The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)


Dated December 30 2003  
*(Month & Day)* *(Year)*  
  
*(Any authorized officer's signature)*  
Edwin J. McDonough, Chief Executive Officer  
*(Type or Print Name and Title)*

PROGENY, INC.  
*(Exact Name of Corporation)*

Dated \_\_\_\_\_  
*(Month & Day)* *(Year)*  
\_\_\_\_\_  
*(Any authorized officer's signature)*  
\_\_\_\_\_  
*(Type or Print Name and Title)*

\_\_\_\_\_  
*(Exact Name of Corporation)*

7.(b.) The undersigned limited liability companies have caused these articles to be signed by their duly authorized person, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated December 30 2003  
*(Month & Day)* *(Year)*  
by   
*(Signature)*  
Edwin J. McDonough, Manager  
*(Type or Print Name and Title)*

CYGNUS TECHNOLOGIES, L.L.C.  
*(Exact Name of Limited Liability Company)*

Dated \_\_\_\_\_  
*(Month & Day)* *(Year)*  
by \_\_\_\_\_  
*(Signature)*  
\_\_\_\_\_  
*(Type or Print Name and Title)*

\_\_\_\_\_  
*(Exact Name of Limited Liability Company)*

**EXHIBIT A**  
**PLAN OF MERGER**

1. The names of the corporation and limited liability company proposing to merge are Progeny, Inc., an Illinois corporation, hereinafter referred to as "Progeny" or the "Surviving Entity," and Cygnus Technologies, L.L.C., an Illinois limited liability company, hereinafter referred to as "Cygnus." Cygnus is currently a wholly-owned subsidiary of the Surviving Entity.
2. Cygnus shall merge with and into Progeny and the Surviving Entity shall exist by virtue and under the laws of the State of Illinois. The corporate identity, existence, purpose, powers, franchises, rights and immunities of Progeny shall continue unaffected and unimpaired by the merger, and the limited liability company identity, existence, franchises, rights and immunities of Cygnus shall be merged with and into the Surviving Entity, and the Surviving Entity shall be fully vested therewith. The separate existence of Cygnus, except insofar as it may be continued by reason of the laws of the State of Illinois, shall cease upon the Effective Date (as hereinafter defined) and thereupon Cygnus and the Surviving Entity shall become and exist as a single corporation.
3. On the Effective Date, all of the issued and outstanding units or other equity interests of Cygnus shall be deemed to be cancelled without further consideration. No shares of Progeny's capital stock or other consideration of Progeny shall be issued in connection with this merger.
4. The Articles of Incorporation of Progeny in existence on the Effective Date shall be and remain the Articles of Incorporation of the Surviving Entity.
5. The By-Laws of Progeny in existence on the Effective Date shall be and remain the By-Laws of the Surviving Entity until altered, amended or repealed as provided therein.

6. The members of the Board of Directors of Progeny on the Effective Date shall be and remain the members of the Board of Directors of the Surviving Entity and such members shall hold office until the next annual meeting of the shareholders of the Surviving Entity and/or until their successors are duly elected and qualified.

7. The officers of Progeny on the Effective Date shall be and remain the officers of the Surviving Entity and such officers shall hold office until their successors are duly elected and qualified.

8. The first annual meeting of the shareholders of the Surviving Entity held after the Effective Date shall be the annual meeting provided for by the By-Laws of Progeny. The first regular meeting of the Board of Directors of the Surviving Entity held after the Effective Date shall be convened in a manner provided for in the By-Laws of Progeny and may be held at the time and place specified in the notice of meeting.

9. This Plan of Merger shall become effective as of the close of business on December 31, 2003, herein sometimes referred to as the "Effective Date." On the Effective Date, the separate existence of Cygnus shall cease and Cygnus shall be merged with and into Progeny in accordance with the provisions of this Plan of Merger.

10. On the Effective Date, the Surviving Entity shall, without other transfer, succeed to and have all the rights, privileges, immunities and franchises, and the Surviving Entity shall be subject to all the restrictions, disabilities and duties, of Cygnus, and all property, real, personal and mixed, and all debts due to Cygnus on whatever account, including choses in actions, shall be vested in the Surviving Entity; and all property, rights, privileges, franchises and each and every other interest shall be thereafter as effectively the property of the Surviving Entity as they were of Cygnus.



11. Cygnus is a disregarded entity for federal income tax purposes and, as such, the merger contemplated hereunder will be a non-event for federal income tax purposes.

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