

02-26-2004

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and original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):

Lightly Expressed Ltd.

- Individual(s)
- General Partnership
- Corporation-State- Virginia
- 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: May 8, 2000

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

A. Trademark Application No.(s)

2. Name and address of receiving party(ies)

Name: Lightly Expressed Ltd.

Internal Address: _____

Street Address: 44259 Nobel Drive

City: Fremont State: CA Zip: 94538

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State California

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

B. Trademark Registration No.(s)

2,123,483

Additional number(s) attached Yes No

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

Name: Linda G. Henry

Internal Address: Fenwick & West LLP

Street Address: 801 California St.

City: Mountain View State: CA Zip: 94041

6. Total number of applications and registrations involved: _____

1

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

Enclosed and

Previously Paid

Authorized to be charged to deposit account, if necessary

8. Deposit account number:

50-0261

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9. Signature.

Linda G. Henry
Name of Person Signing

Linda G. Henry
Signature

February 18, 2004
Date

Total number of pages including cover sheet, attachments, and document: 11

02/25/2004 DBYRNE 00000108 2123483

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

700120798

TRADEMARK
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State of California

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 9 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 13 2000



Bill Jones

Secretary of State

TRADEMARK

AGREEMENT OF MERGER

JUN 12 2000

BILL JONES, Secretary of State

THIS AGREEMENT OF MERGER is made and entered into as of May 8, 2000, by and between LIGHTLY EXPRESSED LTD. (the "Sub"), a California corporation and wholly owned subsidiary of FIBERSTARS, INC. (the "Parent"), a California corporation and LIGHTLY EXPRESSED LTD. (the "Company"), a Virginia corporation.

WITNESSETH:

WHEREAS, the Parent, Sub and the Company have entered into an Agreement and Plan of Reorganization (the "Reorganization Plan") dated as of April 18, 2000; and

WHEREAS, the Board of Directors of the Parent, Sub and the Company deem it advisable and in the best interests of the Parent, Sub and the Company and in the best interests of the stockholders of the Parent, Sub and the Company that the Company be merged with and into the Sub (the "Merger") in accordance with the California General Corporation Law:

NOW, THEREFORE, the Parent, Sub and the Company hereby agree as follows:

ARTICLE I

1.1 Parent. Parent was incorporated under the laws of the State of California in 1985. Parent is authorized to issue 2,000,000 shares of Preferred Stock ("Parent Preferred Stock"), and 30,000,000 shares of Common Stock ("Parent Common Stock"). As of March 20, 2000, an aggregate of 4,042,000 shares of Parent Common Stock were issued and outstanding, and no shares of Parent Preferred Stock were issued or outstanding.

1.2 Sub. Sub was incorporated under the laws of the State of California on April 17, 2000. Sub is authorized to issue 100 shares of Common Stock ("Sub Common Stock") and no Preferred Stock. As of April 18, 2000, an aggregate of 100 shares of Sub Common Stock were issued and outstanding.

1.3 Company. Company was incorporated under the laws of the State of Virginia on January 17, 1997. Company is authorized to issue 30,000 shares of Preferred Stock ("Company Preferred Stock"), and 220,000 shares of Common Stock, of which 110,000 shares is Class A Common Stock and 110,000 shares is Class B Common Stock (collectively referred to as the "Company Common Stock"). As of April 18, 2000, an aggregate of 70,798 shares of Company Common Stock were issued and outstanding, and no shares of Company Preferred Stock were issued or outstanding.

ARTICLE IIThe Merger

2.1 Effectiveness of Merger. The Merger shall become effective ("Effective Time of the Merger") as prescribed by the laws of California and the laws of Virginia. At the Effective Time of the Merger, Company shall be merged with and into Sub (Company and Sub are

sometimes referred to hereafter as the "Constituent Corporations") and the separate corporate existence of Company shall thereupon cease. Sub shall be the surviving corporation in the Merger (the "Surviving Corporation") and the separate corporate existence of Sub with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

2.2 Effect of Merger. The Surviving Corporation shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of the Constituent Corporations, and all obligations belonging to or due to each of the Constituent Corporations, all of which shall be vested in the Surviving Corporation without further act or deed, and title to any real estate or any interest therein vested in the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

The Surviving Corporation shall be liable for all obligations of the Constituent Corporations, including liability, if any, to dissenting stockholders, and any claim existing, or action or proceeding pending, by or against the Constituent Corporations, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place. All the rights of creditors of the Constituent Corporations shall be preserved unimpaired, and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, on only the property affected by such liens immediately prior to the Effective Time of the Merger.

2.3 Further Assurances. If, at any time after the Effective Time of the Merger, the Surviving Corporation shall consider or be advised that any conveyance, assignment, transfer, deed or other instrument or act is necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of Company acquired or to be acquired by the Surviving Corporation as a result of, or in connection with the Merger or to otherwise carry out this Agreement of Merger, the officers and directors of the Surviving Corporation shall and will be authorized to execute, acknowledge and deliver, in the name and on behalf of the Constituent Corporations or otherwise, all such instruments and to do such acts.

ARTICLE III

Articles of Incorporation and Bylaws

3.1 Articles of Incorporation. The Articles of Incorporation of Sub in effect at the Effective Time of the Merger shall be the Articles of Incorporation of the Surviving Corporation.

3.2 Bylaws. The Bylaws of Sub in effect at the Effective Time of the Merger shall be the bylaws of the Surviving Corporation.

ARTICLE IV

Manner and Basis of Converting Shares of the Constituent Corporations

4.1 Conversion of Shares. Each share of Company Common Stock issued and outstanding immediately prior to the Effective Time will be canceled and extinguished and be converted automatically at the Effective Time into 1.4125 shares of Parent Common Stock. In addition to the disbursement of the Shares described herein, each holder of Company Common Stock will also receive a Warrant by which he may purchase his respective pro rata portion of Shares issuable under such Warrant ("Warrant Shares"), the total number of the Warrant Shares not to exceed 100,000, as being determined as provided in the Reorganization Plan.

4.2 Share Certificates. As soon as practicable after the Effective Time of the Merger and after surrender to the Surviving Corporation of any certificate (or lost stock affidavit in lieu thereof) which prior to the Effective Time of the Merger shall have represented any shares of Company Common Stock, the Surviving Corporation shall cause to be distributed to the persons identified in the Reorganization Plan certificates registered in the name of such persons representing the number of full shares of Common Stock of the Surviving Corporation into which any shares previously represented by the surrendered certificate shall have been converted at the Effective Time of the Merger. Until surrender as contemplated by the preceding sentence, each certificate which immediately prior to the Effective Time of the Merger shall have represented any shares of Company Common Stock shall be deemed from and after the Effective Time of the Merger to represent only the right to receive upon such surrender the certificates contemplated by the preceding sentence.

4.3 Fractional Share Interests. No certificates (or lost stock affidavit in lieu thereof) representing fractional shares of Common Stock of the Surviving Corporation shall be issued upon the surrender for exchange of certificates for Company Common Stock pursuant to this Article IV and no dividend or stock split by the Surviving Corporation shall relate to any fractional share, and such fractional share interests shall not entitle the owner thereof to vote or to any rights of a stockholder. In lieu of any such fractional shares, each holder of a fractional interest shall be entitled to receive an amount of cash as determined in the Reorganization Plan.

ARTICLE V

Termination and Amendment

5.1 Termination. Notwithstanding the approval of this Agreement of Merger by the board of directors of the Parent, board of directors and sole stockholder of Sub, and the board of directors and stockholders of Company, this Agreement of Merger shall terminate forthwith in the event that the Reorganization Plan shall be terminated as therein provided. In the event of the termination of this Agreement of Merger as provided above, this Agreement of Merger shall forthwith become void and there shall be no liability on the part of either Company, Sub or Parent or their respective officers, directors or stockholders, except as expressly provided for in the Reorganization Plan.

IN WITNESS WHEREOF, Parent, Sub and Company have caused this Agreement of Merger to be signed by their respective officers thereunto duly authorized as of the date first written above.

PARENT

FIBERSTARS, INC.
a California corporation

By *David N Ruckert*
Name DAVID N RUCKERT
Title PRESIDENT

BY *Robert A Connors*
Name Robert A. Connors
Title Secretary

SUB

LIGHTLY EXPRESSED LTD.
a California corporation

By *Robert A Connors*
Name Robert A. Connors
Title Secretary

BY *David N Ruckert*
Name DAVID N RUCKERT
Title PRESIDENT

COMPANY

LIGHTLY EXPRESSED, LTD.
a Virginia corporation

By _____
Name _____
Title _____

BY _____
Name _____
Title _____

IN WITNESS WHEREOF, Parent, Sub and Company have caused this Agreement of Merger to be signed by their respective officers thereunto duly authorized as of the date first written above.

PARENT

FIBERSTARS, INC.
a California corporation

By _____

Name _____

Title _____

Name _____

Title _____

SUB

LIGHTLY EXPRESSED LTD.
a California corporation

By _____

Name _____

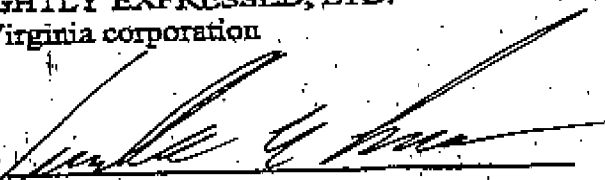
Title _____

Name _____

Title _____

COMPANY

LIGHTLY EXPRESSED, LTD.
a Virginia corporation

By 

Name WILLIAM M. LEAMAN

Title PRESIDENT

by 

Name MICHAEL E. WEBER

Title VICE PRESIDENT

OFFICERS' CERTIFICATE
OF SUB

The undersigned, David N. Ruckert and Robert A. Connors, hereby certify on behalf of Lightly Expressed Ltd., a California corporation ("Sub"), that Mr. Ruckert is the duly elected Chief Executive Officer and President, and Mr. Connors is the duly elected Chief Financial Officer and Secretary of Sub and they further certify on behalf of Sub that:

1. That they are duly elected, acting and qualified President and Secretary, respectively, of Sub.
2. There is one authorized class of shares, consisting of 100 shares of Common Stock, of which 100 shares are issued and outstanding and no shares of Preferred Stock are issued and outstanding.
3. The Agreement of Merger in the form attached was approved by the Board of Directors of Sub in accordance with the California Corporations Code.
4. No vote of the shareholders of Sub was required pursuant to Section 1201(b) of the California Corporations Code.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed in Fremont, California on May 10, 2000.

By: David N. Ruckert
David N. Ruckert
President

By: Robert A. Connors
Robert A. Connors,
Secretary

OFFICERS' CERTIFICATE OF PARENT

The undersigned, David N. Ruckert and Robert A. Connors, hereby certify on behalf of Fiberstars, Inc., a California corporation ("Parent"), that Mr. Ruckert is the duly elected Chief Executive Officer and President, and Mr. Connors is the duly elected Chief Financial Officer and Secretary of Parent and they further certify on behalf of Parent that:

- 1. That they are duly elected, acting and qualified. President and Secretary, respectively, of Parent.
- 2. There are two authorized classes of shares, consisting of 30,000,000 shares of Common Stock, of which 4,042,000 shares are issued and outstanding, and 2,000,000 shares of Preferred Stock, none of which are issued and outstanding.
- 3. The Agreement of Merger in the form attached was approved by the Board of Directors of Parent in accordance with the California Corporations Code.
- 4. No vote of the shareholders of Parent was required pursuant to Section 1201(b) of the California Corporations Code.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed in Fremont, California on May 16, 2000.

By: _____
David N. Ruckert
President

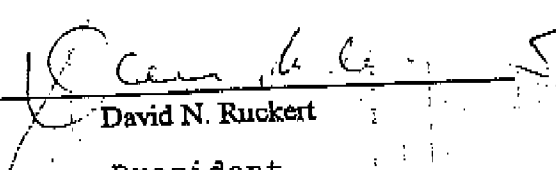
By: _____
Robert A. Connors,
Secretary

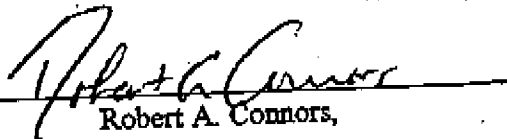
OFFICERS' CERTIFICATE OF PARENT

The undersigned, David N. Ruckert and Robert A. Connors, hereby certify on behalf of Fiberstars, Inc., a California corporation ("Parent"), that Mr. Ruckert is the duly elected Chief Executive Officer and President and Mr. Connors is the duly elected Chief Financial Officer and Secretary of Parent and they further certify on behalf of Parent that:

1. That they are duly elected, acting and qualified President and Secretary, respectively, of Parent.
2. There are two authorized classes of shares, consisting of 30,000,000 shares of Common Stock, of which 4,042,000 shares are issued and outstanding, and 2,000,000 shares of Preferred Stock, none of which are issued and outstanding.
3. The Agreement of Merger in the form attached was approved by the Board of Directors of Parent in accordance with the California Corporations Code.
4. No vote of the shareholders of Parent was required pursuant to Section 1201(b) of the California Corporations Code.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed in Fremont, California on May 10, 2000.

By: 
David N. Ruckert
President

By: 
Robert A. Connors,
Secretary

OFFICERS' CERTIFICATE
OF LIGHTLY EXPRESSED, LTD.

The undersigned, William M. Leaman and Michael E. Weber, hereby certify on behalf of Lightly Expressed, Ltd., a Virginia corporation (the "Corporation"), that Mr. Leaman is the duly elected President and Mr. Weber is the duly elected Vice President and Secretary of the Corporation and they further certify on behalf of the Corporation that:

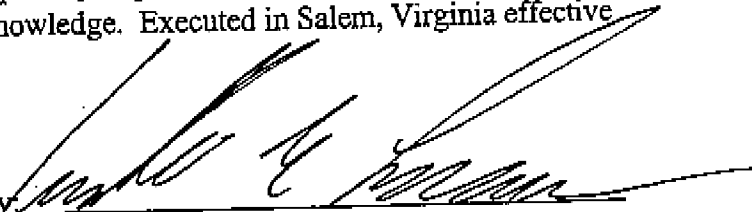
I. That they are duly elected, acting and qualified President, and Vice President and Secretary, respectively, of the Corporation.


II. That the authorized capital stock of the Corporation consists of (i) 220,000 shares of Common Stock (of which 110,000 are Class A Common Stock and 110,000 are Class B Common Stock) and (ii) 30,000 shares of Preferred Stock. There are (a) 70,798 shares of Common Stock outstanding (of which 17,570 shares are Class A Common Stock outstanding and 53,228 shares are Class B Common Stock outstanding) and (b) no shares of Preferred Stock outstanding.

III. The Agreement of Merger in the form attached was approved by unanimous written consent of the Board of Directors of the Corporation in accordance with the Virginia Stock Corporation Act.

IV. The Agreement of Merger was approved by the unanimous written consent of the shareholders of the Corporation in accordance with the Virginia Stock Corporation Act.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed in Salem, Virginia effective June 12, 2000

By: 
William M. Leaman, President

By: 
Michael E. Weber, Vice President
and Secretary



FENWICK & WEST LLP

Silicon Valley Center • 801 California Street • Mountain View, CA 94041
 Tel 650.988.8500 • Fax 650.938.5200 • www.fenwick.com

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CONFIDENTIAL

DATE: October 6, 2004

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Assignment Branch Commissioner of Patents & Trademarks	(703) 306-5995	

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PHONE: 650 335-7282

3 11 45

SENT BY: Nanette M. Barranti

PHONE: 650 943-5318

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MESSAGE:

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