

05-20-2004

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



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

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

5-17-04

1. Name of conveying party(ies):

NPO Solutions, Inc.

- Individual(s)
- General Partnership
- Corporation-State Connecticut
- 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: 4/1/04

2. Name and address of receiving party(ies)

Name: MicroEdge, Inc.

Internal Address: 10th Floor

Street Address: 619 West 54th Street

City: New York State: NY Zip: 10019

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State New York
- 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) 76/486228;  
76/486953

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: Thomas D. Drescher, Esq.

Internal Address: Advent Technology, Inc.  
~~██████████~~ 6th Floor

Street Address: 301 Brannan St.

City: San Francisco State: CA Zip: 94107

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

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MAY 17 10 02 AM '04

DO NOT USE THIS SPACE

9. Signature.

Thomas D. Drescher

[Signature]

5/13/04

Name of Person Signing

Signature

Date

05/19/2004 DBYRNE 00000014 76486228

Total number of pages including cover sheet, attachments, and document: 1

01 FC:8521  
02 FC:8522

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

TRADEMARK  
REEL: 002970 FRAME: 0557

Re: App. Ser. Nos. 76/486228  
76/486953

FILING #0002715321 PG 01 OF 09 VOL B-00648  
FILED 04/06/2004 01:00 PM PAGE 00515  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**CERTIFICATE OF MERGER**

**OF**

**NPO SOLUTIONS, INC.**

**AND**

**MICROEDGE, INC.**

To the Secretary of State  
State of Connecticut

Pursuant to the provisions of the Business Corporation Act of the State of Connecticut governing the merger of one or more domestic corporations with and into a foreign corporation, it is hereby certified that:

**FIRST:** The names of the merging corporations are NPO Solutions, Inc. ("NPO"), which is a business corporation organized under the laws of the State of Connecticut, and which is to be the terminating corporation, and MicroEdge, Inc. ("MicroEdge"), which is a business corporation organized under the laws of the State of New York, and which is to be the surviving corporation.

**SECOND:** Annexed hereto and made a part hereof is the Plan of Merger for merging NPO with and into MicroEdge as approved by resolution of the Board of Directors of each said merging corporations.

**THIRD:** The Merger shall become effective upon the later of (i) the filing of a Certificate of Merger with the Secretary of State of the State of New York and the Secretary of State of the State of Connecticut, in accordance with the applicable laws of such states, and (ii) April 1, 2004.

**FOURTH:** The Plan of Merger was duly approved by the NPO shareholders in the manner required by sections 33-600 to 33-998, inclusive, and the certificate of incorporation.

**FIFTH:** The Plan of Merger and the performance of its terms were duly authorized by all action required by the law of the state or country under which MicroEdge is governed, and by its certificate of incorporation or organizational documents.

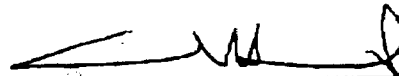
**SIXTH:** The Plan of Merger provides that MicroEdge will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the State of New York.

Connecticut Certificate of Merger (2).doc

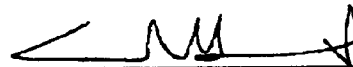
Executed on this 15<sup>th</sup> day of March, 2004.

The undersigned officers of NPO Solutions, Inc. do hereby state under the penalties of false statement that the statements pertaining to NPO Solutions, Inc. contained in the foregoing Certificate of Merger are true.

**NPO SOLUTIONS, INC.**



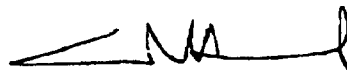
Graham Smith  
Executive Vice President



Graham Smith  
Secretary

The undersigned officers of MicroEdge, Inc. do hereby state under the penalties of false statement that the statements pertaining to MicroEdge, Inc. contained in the foregoing Certificate of Merger are true

**MICROEDGE, INC.**



Graham Smith  
Executive Vice President



Graham Smith  
Secretary

**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (the "Agreement") is entered into by and between MicroEdge, Inc., a New York corporation ("MicroEdge"), and NPO Solutions, Inc., a Connecticut corporation ("NPO").

**RECITALS**

- A. NPO is a corporation duly organized and existing under the laws of the State of Connecticut and the authorized capital of NPO consists of 1,000 shares of Common Stock, no par value, of which 150 shares are issued and outstanding and held by MicroEdge.
- B. MicroEdge is a corporation duly organized and existing under the laws of the State of New York and the authorized capital of MicroEdge consists of 1,000 shares of Common Stock, no par value, of which 100 shares are issued and outstanding.
- C. The Board of Directors of NPO has determined that it is advisable and in the best interests of NPO and its shareholders that NPO merge with and into MicroEdge upon the terms and conditions herein provided.
- D. The respective Boards of Directors of MicroEdge and NPO have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective shareholders and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, MicroEdge and NPO hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

1. NPO shall be merged with and into MicroEdge, the separate corporate existence of NPO shall cease and MicroEdge shall continue as the surviving corporation pursuant to the provisions of the laws of the State of New York (the "Merger"). MicroEdge as the surviving corporation after the Merger is hereinafter sometimes referred to as the "Surviving Corporation." The name of the Surviving Corporation shall be MicroEdge, Inc.

2. The Merger shall become effective upon the later of (i) the filing of a Certificate of Merger in substantially the forms attached hereto as Exhibits A-1 and A-2, with the Secretary of State of the State of New York and the Secretary of State of the State of Connecticut, in accordance with the applicable laws of such states, and (ii) April 1, 2004.

3. As of the effective time of the Merger (the "Effective Time"), by virtue of the Merger and without any action on the part of NPO, MicroEdge or the holder of any shares of the NPO Common Stock, each share of NPO Common Stock issued and outstanding immediately prior to the Effective Time will be canceled and extinguished without any conversion thereof.

4. At the Effective Time, the Certificate of Incorporation and Bylaws of MicroEdge shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation until thereafter amended.

5. At the Effective Time, all the property, rights, privileges, powers and franchises of NPO shall vest in the Surviving Corporation, and all debts, liabilities and duties of NPO shall become the debts, liabilities and duties of the Surviving Corporation.

6. At the Effective Time, the directors and officers of MicroEdge immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until otherwise provided by law, or the Certificate of Incorporation or Bylaws of the Surviving Corporation.

**[Remainder of Page Intentionally Left Blank]**

Dated March 15, 2004

**MICROEDGE, INC.**



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Graham V. Smith  
Chief Financial Officer and Secretary

**NPO SOLUTIONS, INC.**



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Graham V. Smith  
Chief Financial Officer and Secretary

**[Signature Page to Agreement and Plan of Merger]**

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FILED 04/06/2004 01:00 PM PAGE 00520  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

Exhibit A-1

**CERTIFICATE OF MERGER**

**OF**

**NPO SOLUTIONS, INC.**

**WITH AND INTO**

**MICROEDGE, INC.**

Pursuant to Section 905 of the Business Corporation Law of New York, MicroEdge, Inc., a New York corporation ("MicroEdge"), hereby executes this Certificate of Merger and certifies as set forth below:

FIRST: The Board of Directors of MicroEdge has adopted a plan of merger setting forth the terms and conditions of merging NPO Solutions, Inc. ("NPO") into MicroEdge.

SECOND: The laws of the jurisdiction of NPO permit a merger of the kind certified herein.

THIRD: NPO was organized under the laws of Connecticut on April 8, 1993. No Application for Authority in the State of New York of NPO to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

FOURTH: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on September 24, 1985, is MicroEdge, Inc.

FIFTH: The designation and number of outstanding shares of each class of NPO, all of which are owned by MicroEdge, as set forth in the plan of merger, are as follows:

<u>Designation</u>	<u>Number</u>
Common	150

SIXTH: The merger of NPO into MicroEdge has been authorized under the laws of the jurisdiction of incorporation of NPO.

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IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Executed on this 15<sup>th</sup> day of March, 2004.

**MICROEDGE, INC.**



Graham Smith,  
Executive Vice President



Graham Smith,  
Chief Financial Officer and Secretary



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FILED 04/06/2004 01:00 PM PAGE 00522  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

Exhibit A-2

**CERTIFICATE OF MERGER**

**OF**

**NPO SOLUTIONS, INC.**

**AND**

**MICROEDGE, INC.**

To the Secretary of State  
State of Connecticut

Pursuant to the provisions of the Business Corporation Act of the State of Connecticut governing the merger of one or more domestic corporations with and into a foreign corporation, it is hereby certified that:

**FIRST:** The names of the merging corporations are NPO Solutions, Inc. ("NPO"), which is a business corporation organized under the laws of the State of Connecticut, and which is to be the terminating corporation, and MicroEdge, Inc. ("MicroEdge"), which is a business corporation organized under the laws of the State of New York, and which is to be the surviving corporation.

**SECOND:** Annexed hereto and made a part hereof is the Plan of Merger for merging NPO with and into MicroEdge as approved by resolution of the Board of Directors of each said merging corporations.

**THIRD:** The Merger shall become effective upon the later of (i) the filing of a Certificate of Merger with the Secretary of State of the State of New York and the Secretary of State of the State of Connecticut, in accordance with the applicable laws of such states, and (ii) April 1, 2004.

**FOURTH:** The Plan of Merger was duly approved by the shareholders in the manner required by sections 33-600 to 33-998, inclusive and the certificate of incorporation.

**FIFTH:** The Plan of Merger and the performance of its terms were duly authorized by all action required by the law of the state or country under which MicroEdge is governed, and by its certificate of incorporation or organizational documents.

**SIXTH:** The Plan of Merger provides that MicroEdge will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the State of New York.

Connecticut Certificate of Merger (2).doc


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FILING #0002715321 PG 09 OF 09 VOL B-00648  
FILED 04/06/2004 01:00 PM PAGE 00523  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

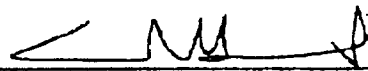
Executed on this 15<sup>th</sup> day of March, 2004.

The undersigned officers of NPO Solutions, Inc. do hereby state under the penalties of false statement that the statements pertaining to NPO Solutions, Inc. contained in the foregoing Certificate of Merger are true.

**NPO SOLUTIONS, INC.**



Graham Smith  
Executive Vice President



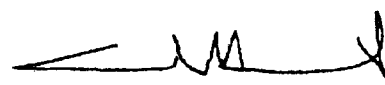
Graham Smith  
Secretary

The undersigned officers of MicroEdge, Inc. do hereby state under the penalties of false statement that the statements pertaining to MicroEdge, Inc. contained in the foregoing Certificate of Merger are true

**MICROEDGE, INC.**



Graham Smith  
Executive Vice President



Graham Smith  
Secretary

STATE OF CONNECTICUT }  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record  
in this Office

In Testimony whereof, I have hereunto set my hand,  
and affixed the Seal of said State, at Hartford,  
this 27th day of April A.D. 2004

Susan Bysiewicz  
SECRETARY OF THE STATE