

5/21/04

05-25-2004



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TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):
Encoders Incorporated

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

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

2. Name and address of receiving party(ies)
Name: Data Recorders Incorporated
Internal
Address: _____
Street Address: 16 West Main Street
City: Christiana State: DE Zip: 19702

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 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

OFFICE OF PATENT RECORDS
2004 MAY 21 AM 9:18
FINANCE SECTION

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 03/13/2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____
 See Attached Schedule A

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Kyle M. Globerman
 Internal Address: Nelson Mullins Riley &
 Scarborough, LLP,

 Street Address: 1320 Main Street

 Columbia State: SC Zip: 29201

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41).....\$ 400.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 50-1196

Refund Ref: 05/24/2004

MGETACHE 0000136494

CHECK Refund Total: \$135.00 Columbia State: SC Zip: 29201

DO NOT USE THIS SPACE

9. Signature.
 Kyle M. Globerman, Esq.  May 18, 2004
 Name of Person Signing Signature Date

5

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

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

05/24/2004 MGETACHE 00000084 0992820

01 FC:8521 40.00 OP
02 FC:8522 225.00 OP

TRADEMARK REEL: 002974 FRAME: 0909

SCHEDULE A

Trademark	Serial Number	Registration Number	Filing Date	Registration Date
Accutune	73001744	0992820	September 24, 1973	September 10, 1974
Opal	73651948	1473996	March 30, 1947	November 3, 1987
Opal	73651947	1476627	March 30, 1987	February 16, 1988
Max	73692448	1494949	October 29, 1987	July 5, 1988
Rotopulser	72228793	0817370	September 27, 1965	October 25, 1966
Dynapar	72321374	0896866	March 11, 1969	August 18, 1970
Fox Valley	73314497	1201878	June 12, 1981	July 20, 1982
Max	73620777	1510717	September 18, 1986	November 1, 1988
Design (Character in Medieval Outfit)	73692359	1535038	October 29, 1987	April 18, 1989
Fox Valley	73771223	1568069	December 23, 1988	November 28, 1989

CERTIFICATE OF MERGER

OF

ENCODERS INCORPORATED

AND

DATA RECORDERS INCORPORATED

It is hereby certified that: -----

1. The constituent business corporations participating in the merger herein certified are:

(i) Encoders Incorporated, a corporation incorporated under the laws of the State of Delaware; and

(ii) Data Recorders Incorporated, a corporation incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Data Recorders Incorporated (the "Surviving Corporation"), which will continue its existence as the Surviving Corporation under its present name upon the effective date of the merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Data Recorders Incorporated, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the constituent corporations is on file at an office of the Surviving Corporation, the address of which is 16 West Main Street, Christiana, Delaware 19702.

6. A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of each of the constituent corporations.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/12/2001
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7. The Agreement of Merger between the constituent corporations provides that the merger herein certified shall be effective upon the acceptance of the Certificate of Merger with the Secretary of State of the State of Delaware.

Dated: March 13, 2001

ENCODERS INCORPORATED

By: 

James H. Ditkoff, Vice President

Dated: March 13, 2001

DATA RECORDERS INCORPORATED

By: 

James H. Ditkoff, Vice President

Delaware

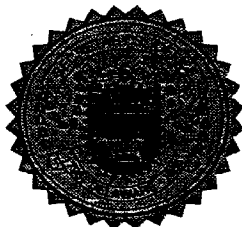
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The First State

I, HARRIET SMITH WINDSOR, 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:

"ENCODERS INCORPORATED", A DELAWARE CORPORATION,

WITH AND INTO "DATA RECORDERS INCORPORATED" UNDER THE NAME OF "DATA RECORDERS INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF APRIL, A.D. 2001, AT 9 O'CLOCK A.M.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3030637

DATE: 04-02-04

RECORDED: 05/21/2004

TRADEMARK
REEL: 002974 FRAME: 0913