

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/23/2000

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sente, Inc.		06/23/2000	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	Sequence Design, Inc.
Street Address:	469 El Camino Real
City:	Santa Clara
State/Country:	CALIFORNIA
Postal Code:	95050
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2252594	WATTWATCHER

CORRESPONDENCE DATA

Fax Number: (617)443-0004
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (617) 443-9292
 Email: vlannigan@bromsun.com
 Correspondent Name: Elizabeth L. Plitzuweit
 Address Line 1: 125 Summer Street
 Address Line 2: Bromberg & Sunstein LLP
 Address Line 4: Boston, MASSACHUSETTS 02110-1618

NAME OF SUBMITTER:	Elizabeth L. Plitzuweit
Signature:	/Elizabeth L. Plitzuweit/

Date:

05/09/2005

Total Attachments: 7

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FEDERAL IDENTIFICATION NO. CX-1585532 FEDERAL IDENTIFICATION NO. 04 3256941

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ~~CONSOLIDATION~~ / *MERGER (General Laws, Chapter 156B, Section 78)

Examiner

*~~Consolidation~~ / *merger of

ET Acquisition Corporation

and

Sente, Inc.

the constituent corporations, into

Sente, Inc.

~~consolidation~~ / *one of the constituent corporations.

00 JUN 23 AM 11:15
CORPORATION DIVISION

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 78, and will be kept as provided by subsection (d) thereof. The ~~surviving~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~consolidation~~ / *merger determined pursuant to the agreement of ~~consolidation~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

3. (For a merger)

The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

See Exhibit A Attached Hereto

C
F
M
R.A.

*Delete the inapplicable word. **If there are no provisions state "None".
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

Exhibit A

Article III is amended to decrease the authorized capital stock of the Corporation from 12,500,000 shares of Common Stock, without par value per share, 2,624,800 shares of Series A Convertible Preferred Stock, without par value per share, 307,693 shares of Series B Convertible Preferred Stock, without par value per share and 1,630,965 shares of Series C Convertible Preferred Stock, without par value per share to 100 shares of Common Stock, without par value per share, so that after such decrease, the authorized capital of the Corporation shall consist of 100 shares of Common Stock, without par value per share.

Article VIII (a), (b) and (d) are amended as set forth in the Articles of Amendment.

g:\data\clients\emco\frequency technology\exhibit a to amended arts.doc

(For a consolidation)

(a) The purpose of the resulting corporation is to engage in the following business activities:

NA

(b) State the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue.

NA

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

NA

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

NA

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

NA

** If there are no provisions state "None".

4. The information contained in Item 4 is *not* a permanent part of the Articles of Organization of the *resulting* / *surviving* corporation.

(a) The street address of the *resulting* / *surviving* corporation in Massachusetts is: (*Post office boxes are not acceptable*)

c/o Precision Corporate Services, Inc. 18 Tremont St., Boston, MA 02108

(b) The name, residential address, and post office address of each director and officer of the *resulting* / *surviving* corporation is:

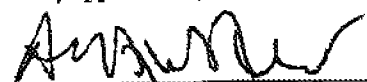
NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Alain J-P Labat	15970 Quail Hill Rd., Los Gatos, CA 95052	SAME
Treasurer: Jeffrey S. Chalmers	1750 Mt. Vernon Dr., San Jose, CA 95121	SAME
Clerk: Jeffrey S. Chalmers	same as above	SAME
Directors:		
Alain J-P Labat	same as above	SAME
Jeffrey S. Chalmers	same as above	SAME


(c) The fiscal year (i.e. tax year) of the *resulting* / *surviving* corporation shall end on the last day of the month of: December

(d) The name and business address of the resident agent, if any, of the *resulting* / *surviving* corporation is:

Precision Corporate Services, Inc. 18 Tremont St., Suite 146, Boston, MA 02

The undersigned officers of the several constituent corporations listed above further state under the penalties of perjury as to their respective corporations that the agreement of *consolidation* / *merger* has been duly executed on behalf of such corporation and duly approved by the stockholders of such corporation in the manner required by General Laws, Chapter 156B, Section 78.


Alain J-P Labat, President / ~~Vice President~~


Jeffrey S. Chalmers, Clerk / ~~Assistant Clerk~~

of FT Acquisition Corporation
(Name of constituent corporation)


Lorne Cooper, President / ~~Vice President~~


Richard S. Morse, Jr., Clerk / ~~Assistant Clerk~~

of Senbo, Inc.
(Name of constituent corporation)

*Delete the inapplicable words.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~*CONSOLIDATION~~ / *MERGER
(General Laws, Chapter 156B, Section 78)

I hereby approve the within Articles of ~~Consolidation~~ / *Merger and
the filing fee in the amount of \$ _____, having been paid,
said articles are deemed to have been filed with me this _____
day of _____, 19 _____.

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Kristin Skelley
~~Morse, Barnes-Brown~~ / Pendleton, P.C.
1601 Trapelo Road
Waltham, MA 02451

Telephone: _____ 81-622-5930 _____

AGREEMENT AND PLAN OF REORGANIZATION

This AGREEMENT AND PLAN OF REORGANIZATION (the "Agreement") is made and entered into as of March 21, 2000 by and among Frequency Technology, Inc. a California corporation ("Acquiror"), FT Acquisition Corporation, a Massachusetts corporation ("Merger Sub") and wholly owned subsidiary of Acquiror and Sente, Inc., a Massachusetts corporation ("Target").

RECITALS

A. The Boards of Directors of Target, Acquiror and Merger Sub believe it is in the best interests of their respective companies and the shareholders of their respective companies that Target and Merger Sub combine into a single company through the statutory merger of Merger Sub with and into Target (the "Merger") and, in furtherance thereof, have approved the Merger.

B. Pursuant to the Merger, among other things, the outstanding shares of (i) Target Preferred Stock, no par value, comprised of 2,624,800 shares of Series A Preferred Stock and 1,501,716 shares of Series C Preferred Stock ("Target Preferred Stock"), and (ii) Target Common Stock, no par value, comprised of 4,257,950 shares of Common Stock ("Target Common Stock") (collectively, the Target Preferred Stock and Target Common Stock are referred to herein as "Target Capital Stock") shall be converted into the right to receive the Merger Consideration (as defined in Section 1.6(c)) upon the terms and subject to the conditions set forth herein.

C. Target, Acquiror and Merger Sub desire to make certain representations and warranties and other agreements in connection with the Merger.

D. The parties intend, by executing this Agreement, to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and to endeavor to cause the Merger to qualify as a reorganization under the provisions of Section 368(a) of the Code.

NOW, THEREFORE, in consideration of the covenants and representations set forth herein, and for other good and valuable consideration, the parties agree as follows:

1. The Merger.

1.1 The Merger. At the Effective Time (as defined in Section 1.2) and subject to and upon the terms and conditions of this Agreement, the Articles of Merger attached hereto as Exhibit A (the "Articles of Merger") and the applicable provisions of the Massachusetts General Corporation Law ("Massachusetts Law"), Merger Sub shall be merged with and into Target, the separate corporate existence of Merger Sub shall cease and Target shall continue as the surviving corporation. Target as the surviving corporation after the Merger is hereinafter sometimes referred to as the "Surviving Corporation."

CERTIFICATE OF AMENDMENT

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

#4

OF

JUL 14 2000

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

SECRETARY OF STATE

Alain J-P Labat and Jeffrey S. Chalmers, certify that

1. We are the duly elected Chief Executive Officer and Secretary, respectively, of Frequency Technology, Inc., a California corporation.

2. Article I of the Amended and Restated Articles of Incorporation of this corporation is amended to read as follows:

"The name of this corporation is Sequence Design, Inc."

3. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 2,453,040 shares of common stock and 4,824,028 shares of preferred stock convertible into 8,591,003 shares of common stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage voted required was more than 50% of the common stock and preferred stock on an as converted basis.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Santa Clara, California on July 14, 2000.

Alain J-P Labat, Chief Executive Officer

Jeffrey S. Chalmers, Secretary



Gray Cary/SF 3042906 1
2101168-90000

SEQUENCE

TRADEMARK

RECORDED: 05/09/2005

REEL: 003079 FRAME: 0851