

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Paragon Scientific, Inc.		03/17/2005	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	Paragon Imaging, Incorporated
Street Address:	400 West Cummings Park
Internal Address:	Suite 2050
City:	Woburn
State/Country:	MASSACHUSETTS
Postal Code:	01801
Entity Type:	CORPORATION: MASSACHUSETTS

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2449503	DESKTOPPORTFOLIO
Registration Number:	2562270	VIDEOENHANCE PRO
Registration Number:	2473679	ELT/NET
Registration Number:	2471705	ELT/1500
Registration Number:	2471706	ELT/3500
Registration Number:	2469807	ELT/4000
Registration Number:	2602275	ELT/5500
Registration Number:	2644226	ATREC
Serial Number:	76245350	SPOTLITE
Serial Number:	78222630	POCKETELT

CORRESPONDENCE DATA

Fax Number: (404)892-7056

900024998

**TRADEMARK
 REEL: 003088 FRAME: 0497**

CH \$265.00 2449503

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (404) 885-1500
Email: TMAtlanta@seyfarth.com
Correspondent Name: Joseph V. Myers III
Address Line 1: 1545 Peachtree Street NE
Address Line 2: Suite 700
Address Line 4: Atlanta, GEORGIA 30309-2401

NAME OF SUBMITTER:	Joseph V. Myers III
Signature:	/jvm/
Date:	05/20/2005

Total Attachments: 6

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The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Amendment
(General Laws Chapter 156D, Section 10.06; 950 CMR 113.34)

FORM MUST BE TYPED

(1) Exact name of corporation: Paragon Scientific, Inc.

(2) Registered office address: 400 West Cummings Park, Suite 2050, Woburn, MA 01801
(number, street, city or town, state, zip code)

(3) These articles of amendment affect article(s): 1
(specify the number(s) of article(s) being amended (I-VI))

(4) Date adopted: ~~4/6/98~~ 3/17/05
(month, day, year)

(5) Approved by:

(check appropriate box)

- the incorporators.
- the board of directors without shareholder approval and shareholder approval was not required.
- the board of directors and the shareholders in the manner required by law and the articles of organization.

(6) State the article number and the text of the amendment. Unless contained in the text of the amendment, state the provisions for implementing the exchange, reclassification or cancellation of issued shares.

"Article 1 - the name of the corporation is: Paragon Imaging, Incorporated."

SECRETARY OF STATE
RECEIVED
05 MAR 29 PM 2:45
CORPORATIONS DIVISION

RC.

c156ds1006950e11334 01/13/03

TRADEMARK
REEL: 003088 FRAME: 0499

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Amendment
(General Laws Chapter 156D, Section 10.06; 950 CMR 113.34)

I hereby certify that upon examination of these articles of amendment, it appears that the provisions of the General Laws relative thereto have been complied with, and the filing fee in the amount of \$_____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20_____, at _____ a.m./p.m.
time

Effective date: _____
(must be within 90 days of date submitted)

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: Minimum filing fee \$100 per article amended, stock increases \$100 per 100,000 shares, plus \$100 for each additional 100,000 shares or any fraction thereof.

Examiner

Name approval

C

M

TO BE FILLED IN BY CORPORATION
Contact Information:

David E. Dryer, Esq., Seyfarth Shaw LLP

World Trade Center East, Two Seaport Lane, Suite 300

Boston, MA 02210

Telephone: 617-946-4856

Email: ddryer@seyfarth.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

To change the number of shares and the par value, " if any, of any type, or to designate a class or series, of stock, or change a designation of class or series of stock, which the corporation is authorized to issue, complete the following:

Total authorized prior to amendment:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	200,000			

Total authorized after amendment:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	200,000			

(7) The amendment shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: _____

**G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*

Signed by: Mr A [Signature]
(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 17th day of March, 2005

JOINT UNANIMOUS WRITTEN CONSENT OF
THE STOCKHOLDERS AND THE BOARD OF DIRECTORS
OF
PARAGON SCIENTIFIC, INC.

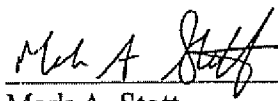
March 17, 2005

The undersigned, being all of the stockholders and all of the directors of Paragon Scientific, Inc., a Massachusetts corporation (the "Corporation"), do hereby take, pursuant to Sections 7.04, 8.21 and 10.03 of the Massachusetts Business Corporation Act, the following actions by written consent and without a meeting:

VOTED: That the Corporation amend its Articles of Organization to change the name of the Corporation to Paragon Imaging, Incorporated, and that the Articles of Amendment, substantially in the form attached hereto as Exhibit A (the "Amendment") be, and they hereby are, adopted and approved.

VOTED: That the proper officers of the Corporation be, and they hereby are and each of them is, authorized to execute and file, in the name and on behalf of the Corporation, the Amendment with the Secretary of State of Massachusetts, along with the appropriate filing fee.


The undersigned further direct that this consent shall take effect as of the date first above written and shall be filed in the minute book of the Corporation with the minutes of the meetings of the Stockholders and the Board of Directors.



Mark A. Stott



John J. Connors



Steven D. Robbins

GENERAL DYNAMICS
Advanced Information Systems

CONSENT TO USE OF NAME

March 28, 2005

TO: Secretary of State
of The Commonwealth of Massachusetts
One Ashburton Place
Boston, MA 02108

Reference is made to Paragon Imaging, Inc. ("Imaging"), a Florida corporation that we understand is reflected on the records of the Secretary of State's Office as being qualified as a foreign corporation in Massachusetts. At the time Imaging was qualified as a foreign corporation, it was a corporate affiliate controlled by the undersigned, General Dynamics Advanced Information Systems, Inc. We understand that Paragon Scientific, Inc., a Massachusetts corporation, desires to change its name to Paragon Imaging, Incorporated. Pursuant to Section 4.01(c), the undersigned hereby consents to the use of the name "Paragon Imaging" by Paragon Scientific, Inc. as its new corporate name.

General Dynamics Advanced Information Systems, Inc.

By: Richard J. Salamis
Its: VP Finance