

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VisiCom Laboratories, Inc.		06/25/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	The Titan Corporation
Street Address:	3033 Science Park Road
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92121-1101
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2253376	VIGRA

CORRESPONDENCE DATA

Fax Number: (619)645-5380
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: khoffman@luce.com
 Correspondent Name: Katherine M. Hoffman
 Address Line 1: 600 West Broadway, Suite 2600
 Address Line 4: San Diego, CALIFORNIA 92101

NAME OF SUBMITTER:	Katherine M. Hoffman
Signature:	/Katherine M. Hoffman/
Date:	06/10/2005

Total Attachments: 11

**TRADEMARK
 REEL: 003102 FRAME: 0218**

OP \$40.00 2253376

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is made and entered into as of June 25, 2003, by and between THE TITAN CORPORATION, a Delaware corporation (the "Surviving Corporation"), and VISICOM LABORATORIES, INC., a Delaware corporation.

WHEREAS, The Titan Corporation and VisiCom Laboratories, Inc. are each a corporation organized and existing under the laws of the State of Delaware;

WHEREAS, The Titan Corporation is the parent and one hundred percent (100%) stockholder of VisiCom Laboratories, Inc.;

WHEREAS, VisiCom Laboratories, Inc. has an authorized capitalization of 1,000 shares par value \$.001 per share, all of one class, of which 100 shares are outstanding on the date hereof, each such share being entitled to one vote;

WHEREAS, the respective Boards of Directors of The Titan Corporation and VisiCom Laboratories, Inc. have determined that it is advisable and in the best interests of VisiCom Laboratories, Inc. and The Titan Corporation that VisiCom Laboratories, Inc. be merged with and into The Titan Corporation (the "Merger") upon the terms and conditions set forth herein; and

WHEREAS, The Titan Corporation and VisiCom Laboratories, Inc. are sometimes referred to hereinafter collectively as the "constituent corporations."

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the State of Delaware and subject to the terms and conditions set forth herein, that VisiCom Laboratories, Inc. shall be merged with and into The Titan Corporation and such parties further hereby adopt and agree to the following agreements, terms and conditions relating to the Merger and the manner of carrying the same into effect:

1. Recitals. The foregoing recitals to this Merger Agreement are incorporated in and made a part of this Merger Agreement.

2. Terms and Conditions of Merger.

2.1 Surviving Corporation. Upon the terms hereof, and in accordance with the provisions of the General Corporation Law of the State of Delaware, at 12:01 a.m. EST on June 30, 2003 (the "Effective Time"), VisiCom Laboratories, Inc. shall be merged with and into The Titan Corporation, which shall be the Surviving Corporation. Upon consummation of the Merger at the Effective Time, the Surviving Corporation shall continue to be governed by the laws of the State of Delaware and its name shall continue to be The Titan Corporation, and the

separate corporate organization and existence of VisiCom Laboratories, Inc. shall cease.

2.2 Surrender and Cancellation of VisiCom Laboratories, Inc. Common Stock. Upon consummation of the Merger at the Effective Time, all shares of capital stock of VisiCom Laboratories, Inc. shall be surrendered to the Surviving Corporation and cancelled.

3. Certificate of Ownership and Merger: Effect of Merger.

3.1 Certificate of Ownership and Merger. The Merger shall be consummated in accordance with the terms and conditions of this Merger Agreement, and the Certificate of Ownership and Merger which is to be filed with the Delaware Secretary of State, substantially in the form attached hereto as *Exhibit A*.

3.2 Effect of Merger. Upon consummation of the Merger at the Effective Time: (i) VisiCom Laboratories, Inc. shall cease; (ii) the title to all real estate and other property and any other assets or other rights owned by each of the constituent corporations shall be vested in the Surviving Corporation without reversion or impairment; and (iii) all liabilities of any kind of each of the constituent corporations shall vest in the Surviving Corporation.

4. Additional Terms and Conditions.

4.1 Certificate of Incorporation. Effective as of the Effective Time, the certificate of incorporation of The Titan Corporation shall be the certificate of incorporation of the Surviving Corporation.

4.2 By-laws. At and after the Effective Time, the by-laws of The Titan Corporation shall be the by-laws of the Surviving Corporation, until further amended.

4.3 Directors and Officers. At and after the Effective Time, the directors and officers of the Surviving Corporation shall be the directors and officers of The Titan Corporation immediately prior to the effective time, and such directors and officers shall continue to serve the Surviving Corporation in their respective positions until their respective successors are elected and qualified or until their earlier resignation, removal or death.

5. Miscellaneous.

5.1 Termination and Abandonment. This Merger Agreement may be terminated and the Merger abandoned at any time before the Effective Time by action of the Board of Directors of either of the parties thereto.

5.2 Entire Agreement: Amendment. This Merger Agreement (including *Exhibit A* hereto) contains the entire agreement between the parties hereto, and supersedes all prior oral or written agreements, commitments or

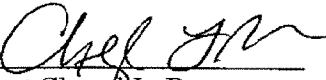
understandings with respect to the matters provided for herein. This Merger Agreement may be modified, supplemented or amended only by a writing duly executed by both parties in accordance with applicable provisions of the General Corporation Law of the State of Delaware.


5.3 Execution in Counterparts. This Merger Agreement may be executed in one or more counterparts, all of which shall be considered one and the same documents, and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other party.

IN WITNESS WHEREOF, each of the undersigned has caused this Merger Agreement to be executed on its behalf as of the date first above written.

ATTEST:

THE TITAN CORPORATION

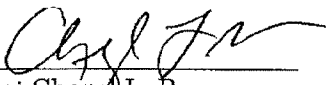
By: 
Name: Cheryl L. Barr
Title: Assistant Secretary

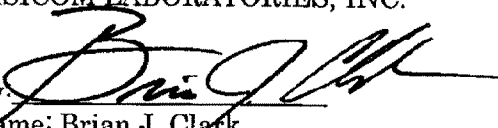
By: 
Name: Michael Paige
Title: Vice President

(Corporate Seal)

ATTEST:

VISICOM LABORATORIES, INC.

By: 
Name: Cheryl L. Barr
Title: Secretary

By: 
Name: Brian J. Clark
Title: Vice President

(Corporate Seal)

EXHIBIT A

Certificate of Ownership and Merger

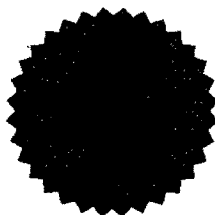
(See attached)

Delaware

PAGE 1

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 OWNERSHIP OF "THE TITAN CORPORATION", FILED IN THIS OFFICE ON THE TENTH DAY OF JULY, A.D. 2003, AT 7:36 O'CLOCK P.M.



0720430 8100

040611910

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3308095

DATE: 08-20-04

TRADEMARK
REEL: 003102 FRAME: 0225

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT
Section 253**

**CERTIFICATE OF OWNERSHIP
MERGING**

VisiCom Laboratories, Inc.

INTO

The Titan Corporation

(Pursuant to Section 253 of the General Corporation Law of Delaware)

The Titan Corporation

a corporation incorporated on the 11 day of July, 1969,
pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that this corporation owns 90% of the capital stock
of VisiCom Laboratories, Inc., a corporation
incorporated on the 8th day of January, 20 1999, pursuant to the
provisions of the State of Delaware,
and that this corporation, by a resolution of its Board of Directors duly adopted at a
meeting held on the 24th day of April, 20 03, determined to
and did merge into itself said VisiCom Laboratories, Inc.,
which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns 90% of the outstanding stock of
VisiCom Laboratories, Inc., a corporation organized and existing
under the laws of Delaware, and

WHEREAS this corporation desires to merge into itself the said
VisiCom Laboratories, Inc., and to be possessed of all the estate, property, rights,
privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said VisiCom Laboratories, Inc. and assumes all of its liabilities and obligations, and

FURTHER RESOLVED, that an authorized officer of this corporation be and he/she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said VisiCom Laboratories, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

FURTHER RESOLVED, this document shall be effective on June 30, 2003, for accounting purposes only.

IN WITNESS WHEREOF, said The Titan Corporation has caused its corporate seal to be affixed and this certificate to be signed by Cheryl L. Barr, an authorized officer this 25th day of June, 2003.

By: 
Name: Cheryl L. Barr
Title: Secretary

Delaware

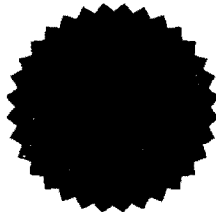
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"VISICOM LABORATORIES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "THE TITAN CORPORATION" UNDER THE NAME OF "THE TITAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF JULY, A.D. 2003, AT 7:36 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0720430 8100M

AUTHENTICATION: 2524154

030455538

DATE: 07-11-03

TRADEMARK
REEL: 003102 FRAME: 0228

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:54 PM 07/10/2003
FILED 07:36 PM 07/10/2003
030455538 - 0720430 FILE

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT
Section 253**

**CERTIFICATE OF OWNERSHIP
MERGING**

VisiCom Laboratories, Inc.

INTO

The Titan Corporation

(Pursuant to Section 253 of the General Corporation Law of Delaware)

The Titan Corporation

a corporation incorporated on the 11 day of July, 1969,
pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that this corporation owns 90% of the capital stock
of VisiCom Laboratories, Inc., a corporation
incorporated on the 9th day of January, 20 1999, pursuant to the
provisions of the State of Delaware,
and that this corporation, by a resolution of its Board of Directors duly adopted at a
meeting held on the 24th day of April, 20 03, determined to
and did merge into itself said VisiCom Laboratories, Inc.,
which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns 90% of the outstanding stock of

VisiCom Laboratories, Inc., a corporation organized and existing
under the laws of Delaware, and

WHEREAS this corporation desires to merge into itself the said VisiCom Laboratories, Inc.,
and to be possessed of all the estate, property, rights,
privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said VisiCom Laboratories, Inc. and assumes all of its liabilities and obligations, and

FURTHER RESOLVED, that an authorized officer of this corporation be and he/she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said VisiCom Laboratories, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County, and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

FURTHER RESOLVED, this document shall be effective on June 30, 2003, for accounting purposes only.

IN WITNESS WHEREOF, said The Titan Corporation

has caused its corporate seal to be affixed and this certificate to be signed by _____
Cheryl L. Barr, an authorized officer
this 25th day of June, 2003.

By: 
Name: Cheryl L. Barr
Title: Secretary