

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/30/1996

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Research Engineers, Inc.		08/30/1996	CORPORATION: NEW JERSEY

**RECEIVING PARTY DATA**

Name:	Research Engineers, Inc.
Street Address:	22700 Savi Ranch Road
City:	Yorba Linda
State/Country:	CALIFORNIA
Postal Code:	92687
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	1138279	STARDYNE
Registration Number:	1866267	STARTOPAZ
Registration Number:	1867517	STARLIFE
Registration Number:	1931667	WINCIVIL
Registration Number:	1769862	AUTOCIVIL
Registration Number:	1756617	AUTOPROJECT
Registration Number:	1768500	AUTOSTAAD

**CORRESPONDENCE DATA**

Fax Number: (714)427-7799  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 714-427-7405  
 Email: sfarnus@swlaw.com

CH \$190.00 1138279

Correspondent Name: Ketan S. Vakil  
Address Line 1: 600 Anton Boulevard, Suite 1400  
Address Line 4: Costa Mesa, CALIFORNIA 92626

NAME OF SUBMITTER:	Ketan S. Vakil
Signature:	/Ketan S. Vakil/
Date:	08/11/2005

**Total Attachments: 13**

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**F I L E D**

**CERTIFICATE OF MERGER**

**AUG 30 1996**

**OF**

**RESEARCH ENGINEERS, INC.,  
a New Jersey corporation**

**LONNA R. HOOKS  
Secretary of State**

**AND**

**RESEARCH ENGINEERS, INC.,  
a Delaware corporation**

To the Secretary of State  
State of New Jersey

Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act, it is hereby certified that:

1. The names of the merging corporations are Research Engineers, Inc., which is a business corporation organized under the laws of the State of New Jersey ("RE New Jersey"), and Research Engineers, Inc., which is a business corporation organized under the laws of the State of Delaware ("RE Delaware").

2. Annexed hereto and made a part hereof is the Agreement and Plan of Merger (the "Plan of Merger") for merging RE New Jersey with and into RE Delaware, as approved by the Board of Directors of each of said corporations.

3. The number of shares of RE New Jersey which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders is 857,758, all of which are of one class.

The number of the aforesaid shares which were voted for the Plan of Merger is 777,825, and the number of said shares which were voted against the same is 0. The date of said vote and approval was March 27, 1996.

4. The applicable provisions of the laws of the jurisdiction of organization of RE Delaware relating to the merger of RE New Jersey with and into RE Delaware will have been complied with upon compliance with any of the filing and recording requirements thereof.

**TRADEMARK**

**REEL: 003139 FRAME: 0409**

5. RE Delaware hereby agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of RE New Jersey or any obligation of RE Delaware for which it is previously amenable to suit in the State of New Jersey and in any proceeding for the enforcement of the rights of a dissenting shareholder of RE New Jersey against RE Delaware; and RE Delaware hereby irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any such proceeding and designates the following post office address without the State of New Jersey to which said Secretary of State shall mail a copy of the process in such proceeding:

Research Engineers, Inc.  
22700 Savi Ranch Road  
Yorba Linda, California 92687

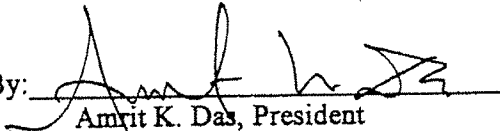
RE Delaware hereby agrees that it will promptly pay to the dissenting shareholders of RE New Jersey the amount, if any, to which they are entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.

6. RE Delaware will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization.

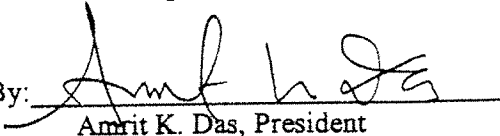
7. The merger herein provided shall become effective in the State of New Jersey upon filing of this Certificate of Merger with the Secretary of State of the State of New Jersey.

Executed on April 26, 1996.

RESEARCH ENGINEERS, INC.,  
a New Jersey corporation

By:   
Amrit K. Das, President

RESEARCH ENGINEERS, INC.,  
a Delaware corporation

By:   
Amrit K. Das, President

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") is made as of April 26, 1996 by and between RESEARCH ENGINEERS, INC., a New Jersey corporation ("REI"), and RESEARCH ENGINEERS, INC., a Delaware corporation, and a wholly-owned subsidiary of REI ("RESEARCH ENGINEERS, INC.")

### RECITALS

A. The Board of Directors of REI and the Board of Directors of RESEARCH ENGINEERS, INC. deem it advisable that REI merge with and into RESEARCH ENGINEERS, INC. and the Board of Directors of each of such corporations has approved this Merger Agreement.

B. The Board of Directors of REI has directed that this Merger Agreement be submitted to its shareholders for approval and such shareholders have approved this Merger Agreement.

C. The Board of Directors of RESEARCH ENGINEERS, INC. has directed that this Merger Agreement be submitted to its sole stockholder, REI, for approval, and the sole stockholder has approved this Merger Agreement by resolutions adopted by written consent.

NOW, THEREFORE, the parties do hereby adopt the plan of reorganization encompassed by this Merger Agreement and do hereby agree that REI shall merge with and into RESEARCH ENGINEERS, INC. on the following terms, conditions, and other provisions:

### I. TERMS AND CONDITIONS

1.1 *Merger.* REI shall be merged with and into RESEARCH ENGINEERS, INC. and RESEARCH ENGINEERS, INC. shall be the surviving corporation (the "Merger"), effective upon the date when this Merger Agreement is made effective in accordance with applicable law (the "Effective Date").

1.2 *Effect of Merger.*

(a) On the Effective Date, the separate corporate existence of REI shall cease, and the corporate existence of RESEARCH ENGINEERS, INC., as governed by the Delaware General Corporation Law, shall continue unimpaired and unaffected by the Merger under its present name.

(b) On the Effective Date, each share of REI Common Stock, without par value, issued and outstanding shall be converted by reason of the Merger and without any action on the part of the holders thereof into and become 4.42148552 shares (rounded to the nearest whole share) of RESEARCH ENGINEERS, INC. Common Stock, \$.01 par value per share. The shares of REI Common Stock so converted shall cease to exist as such and shall exist only as shares of RESEARCH ENGINEERS, INC. Common Stock.

(c) Upon the Effective Date, the previously outstanding 100 shares of Common Stock of RESEARCH ENGINEERS, INC. registered in the name of REI and which shall, by reason of the Merger, be reacquired by RESEARCH ENGINEERS, INC., shall be retired and shall resume the status of authorized and unissued shares of Common Stock of RESEARCH ENGINEERS, INC.

1.3 *Stock Certificates.* On and after the Effective Date, each share of REI which is issued and outstanding as of the Effective Date of the Merger shall be converted into 4.42148552 shares (rounded to the nearest whole share) of RESEARCH ENGINEERS, INC. and each outstanding certificate which prior to that time represented shares of Common Stock of REI shall be deemed for all purposes to evidence ownership of and to represent such number of shares of Common Stock of RESEARCH ENGINEERS, INC. as shall equal the product of 4.42148552 multiplied by the number of shares indicated in such certificate (rounded to the nearest whole share). The registered owner on the books and records of REI or its transfer agents of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to RESEARCH ENGINEERS, INC. or its transfer agents, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of RESEARCH ENGINEERS, INC. evidenced by such outstanding certificate as above provided.

1.4 *Options.* Upon the Effective Date, all outstanding and unexercised options and portions of any options to purchase Common Stock of REI shall become options for the same number of shares of Common Stock of RESEARCH ENGINEERS, INC. upon the same terms and conditions, with no other changes in the terms or conditions of such options, including exercise prices.

1.5 *Rights and Duties of RESEARCH ENGINEERS, INC.* On the Effective Date and for all purposes, RESEARCH ENGINEERS, INC., as the surviving corporation, shall thereupon and thereafter possess all the rights, privileges, immunities, licenses and franchises (whether of a public or private nature) of REI; and all property (real, personal and mixed), all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to REI shall continue and be taken and deemed to be transferred to and vested in RESEARCH ENGINEERS, INC. without further act or deed; and the title to any real estate, or any interest therein, vested in REI shall not revert or be in any way impaired by reason of such Merger; and RESEARCH ENGINEERS, INC. shall thenceforth be responsible and liable for all the liabilities and obligations of REI; and, to the extent permitted by law, any claim existing, or action or proceeding pending, by or against REI may be prosecuted as if the Merger had not taken place, or RESEARCH ENGINEERS, INC. may be substituted in the place of such corporation. Neither the rights of creditors nor any liens upon the property of REI shall be impaired by the Merger. If at any time RESEARCH ENGINEERS, INC. shall consider or be advised that any further assignment or assurances in law or any other actions are necessary or desirable to vest the title of any property or rights of REI in RESEARCH ENGINEERS, INC. according to the terms hereof, the officers and director of REI are empowered to execute and make all such proper assignments and assurances and do any and all other things necessary or proper to vest title to such property or other rights in RESEARCH ENGINEERS, INC., and otherwise to carry out the purposes of this Merger Agreement.

## II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

### 2.1 *RESEARCH ENGINEERS, INC. Certificate of Incorporation and Bylaws.*

The present Certificate of Incorporation of RESEARCH ENGINEERS, INC. as in effect on the Effective Date, shall continue to be the Certificate of Incorporation of RESEARCH ENGINEERS, INC. until further amended in accordance with the provisions thereof and applicable law. The present Bylaws of RESEARCH ENGINEERS, INC., as in effect on the Effective Date, shall continue to be the Bylaws of RESEARCH ENGINEERS, INC. without change or amendment until further amended in accordance with the provisions thereof and applicable law.

### 2.2 *RESEARCH ENGINEERS, INC. Directors and Officers.*

The present directors of RESEARCH ENGINEERS, INC. shall continue in office for their current terms and until their successors are elected and qualified, or until their death, resignation or removal. The present officers of RESEARCH ENGINEERS, INC. shall remain officers of RESEARCH ENGINEERS, INC. on the Effective Date and shall serve at the pleasure of the Board of Directors.

## III. MISCELLANEOUS

### 3.1 *Abandonment.*

At any time before the Effective Date, this Merger Agreement may be terminated and the Merger may be abandoned by the Board of Directors of REI, notwithstanding approval of this Merger Agreement by the shareholders of REI.

### 3.2 *Amendment.*

At any time before the Effective Date, this Merger Agreement may be amended, modified or supplemented by the Board of Directors of the parties hereto, notwithstanding approval of this Merger Agreement by the shareholders of REI; provided, however, that no such amendment, modification or supplement not approved by the shareholders change any of this Merger Agreements' principal terms.

### 3.3 *Approval by Shareholders.*

The Merger Agreement herein made and approved has been submitted to the shareholders of REI for their approval or rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act and to the shareholders of RESEARCH ENGINEERS, INC. for their approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware, and has been fully approved and adopted by the shareholders of REI in accordance with the provisions of the New Jersey Business Corporation Act and by the shareholders of RESEARCH ENGINEERS, INC. in accordance with the provisions of the General Corporation Law of the State of Delaware. Accordingly, the Merger of REI with and into RESEARCH ENGINEERS, INC. shall be authorized in the manner prescribed by the laws of the State of Delaware.

### 3.4 *Required Filings and Acts.*

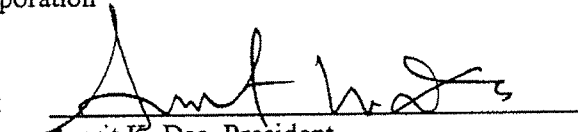
Each of REI and RESEARCH ENGINEERS, INC. hereby agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of New Jersey and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of New Jersey and the State of Delaware and elsewhere to effectuate the Merger herein provided for.

3.5 *Further Acts and Documentation.* The Board of Directors and the proper officers of REI and of RESEARCH ENGINEERS, INC., respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Merger Agreement or of the Merger herein provided for.

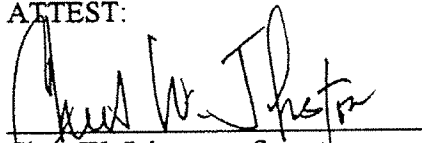
3.6 *Counterparts.* In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the respective Board of Directors and the shareholders of each of the parties hereto, is hereby executed on behalf of each of those corporations and attested by their respective officers thereunto duly authorized.

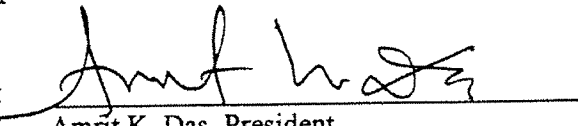
RESEARCH ENGINEERS, INC., a New Jersey corporation

By:   
Amrit K. Das, President

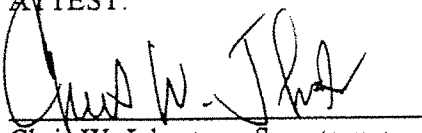
ATTEST:

  
Chris W. Johnston, Secretary

RESEARCH ENGINEERS, INC., a Delaware corporation

By:   
Amrit K. Das, President

ATTEST:

  
Chris W. Johnston, Secretary





State of New Jersey  
DEPARTMENT OF THE TREASURY  
DIVISION OF TAXATION

August 14, 1996

Certificate No.: N-01183M

Fee Paid: \$25.00

Application No.: SHB

CERTIFICATE OF NON-ASSESSMENT OF STATE TAXES

This is to certify that there have been no State taxes levied upon or assessed against:

RESEARCH ENGINEERS, INC.  
(A DELAWARE CORPORATION - NOT  
AUTHORIZED BY THE NEW JERSEY SECRETARY  
OF STATE - SURVIVOR OF MERGER)

by the State of New Jersey, under Title 54 & 54A of the Revised Statutes and all acts amendatory thereof or antecedent or supplementary thereto, have been paid.

This Certificate is VOID after: September 30, 1996.

WITNESS my hand and official seal at Trenton,  
this day,



*Richard D. Gardiner*

\_\_\_\_\_  
New Jersey Division of Taxation

1440D01047222356861000007001 A-5013

*New Jersey is an Equal Opportunity Employer*

TRADEMARK  
REEL: 003139 FRAME: 0415



State of New Jersey  
DEPARTMENT OF THE TREASURY  
DIVISION OF TAXATION  
August 14, 1996

Certificate No. B-01182M  
Application No. SHB

Fee Paid \$25.00

TAX CLEARANCE CERTIFICATE

This is to certify that all State taxes, fees, penalties, and interest levied upon or assessed against:

RESEARCH ENGINEERS INC  
0100-1369-60

by the State of New Jersey, under Title 54 of the Revised Statutes and all acts amendatory thereof, or antecedent or supplementary thereto, have been paid or provided for.

This Certificate is VOID after 45 days from the date herein.



WITNESS my hand and official seal at Trenton,  
this 14th day of August A.D. 1996

*Richard D. Gardiner*

New Jersey Division of Taxation

1440D01047222356861000007001 601-H

*New Jersey is an Equal Opportunity Employer*

TRADEMARK  
REEL: 003139 FRAME: 0416

NOTED

I, The Secretary of State of the State of  
New Jersey, DO HEREBY CERTIFY that the foregoing is a true copy  
of ORIGINAL COPY *Member*  
and the said original is now on file in the office of the Secretary of State  
of record with the said original on file on the *30th*  
day of *August* 19*26* and now containing all the  
and of record therein.



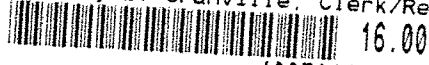
IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed my  
Official Seal at Trenton, this  
day of *September*, A.D. *1926* *3rd*  
SECRETARY OF STATE

*James R. Hooker*

**RECORDING REQUESTED BY**  
FIRST AMERICAN TITLE INS. CO.

**WHEN RECORDED MAIL TO:**  
SNELL & WILMER  
1920 MAIN ST., SUITE 1200  
IRVINE, CA 92614-7060  
ATTN: CRISTY LOMENZO

Recorded in the County of Orange, California  
Gary L. Granville, Clerk/Recorder



19970142633 3:04pm 03/28/97

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C19 4 7.00 9.00 0.00 0.00 0.00 0.00

*THIS SPACE FOR RECORDER'S USE ONLY*

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**CERTIFICATE OF MERGER**

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*THIS PAGE ADDED TO PROVIDE ADEQUATE SPACE FOR RECORDING INFORMATION  
(ADDITIONAL RECORDING FEE APPLIES)*

State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"RESEARCH ENGINEERS, INC.", A NEW JERSEY CORPORATION, WITH AND INTO "RESEARCH ENGINEERS, INC." UNDER THE NAME OF "RESEARCH ENGINEERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF MAY, A.D. 1996, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

7954170

AUTHENTICATION:

05-21-96

DATE:

2612179 8100M

960146832

TRADEMARK

REEL: 003139 FRAME: 0419

CERTIFICATE OF MERGER  
OF RESEARCH ENGINEERS, INC.  
A NEW JERSEY CORPORATION  
INTO  
RESEARCH ENGINEERS, INC.,  
A DELAWARE CORPORATION

Under Section 252 of the General Corporation Law  
of the State of Delaware

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, Research Engineers, Inc., a Delaware corporation ("Surviving Corporation"), hereby certifies to the following information relating to the merger (the "Merger") of Research Engineers, Inc., a New Jersey corporation ("Disappearing Corporation") with and into Surviving Corporation.

1. The names and states of incorporation of Surviving Corporation and Disappearing Corporation, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State</u>
Research Engineers, Inc.	Delaware
Research Engineers, Inc.	New Jersey

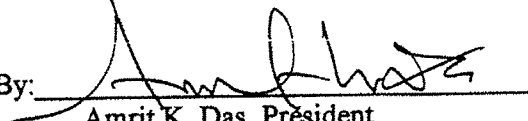
2. An Agreement and Plan of Merger between Surviving Corporation and Disappearing Corporation (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 252(c) of the General Corporation Law of the State of Delaware and Section 14A:10-7 of the New Jersey Business Corporation Act and approved by all of the stockholders of Surviving Corporation and all of the shareholders of Disappearing Corporation.
3. The name of the corporation surviving the Merger is Research Engineers, Inc., a Delaware corporation.
4. The Certificate of Incorporation of Research Engineers, Inc., a Delaware corporation, the Surviving Corporation, dated April 12, 1996, filed with the Delaware Secretary of State on April 16, 1996 shall be the Certificate of Incorporation of Surviving Corporation.
5. An executed Merger Agreement is on file at the principal place of business of Surviving Corporation, which is located at 22700 Savi Ranch Road, Yorba Linda, California 92687.
6. A copy of the Merger Agreement will be furnished by Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

7. The authorized capital stock of Research Engineers, Inc., a New Jersey corporation, is 2,000,000 shares of Common Stock, without par value.

IN WITNESS WHEREOF, Research Engineers, Inc., a Delaware corporation, has caused this Certificate of Merger to be executed in its corporate name by the President and attested by its Secretary, who acknowledge that the facts stated in this instrument are true and correct and this instrument is their respective word and deed, on this 26 day of April, 1996.

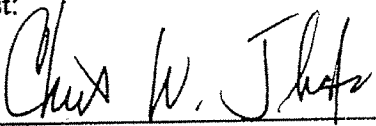
RESEARCH ENGINEERS, INC.,  
a Delaware corporation

By: \_\_\_\_\_

  
Amrit K. Das, President

Attest:

By: \_\_\_\_\_

  
Chris W. Johnston, Secretary