

Attorney Docket No.: 10555-014

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

1. Name of conveying party(ies)/Execution Date(s):
Picotronix, Inc.

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

Citizenship (see guidelines) Michigan

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

3. Nature of conveyance:
Execution Date(s) May 2, 2005

Assignment Merger
 Security Agreement Limited Partnership
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1,963,580

Additional number(s) attached Yes No

C. Identification of Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

2. Name and address of receiving party(ies)
Additional names, addresses, or citizenship attached? Yes No

Name: Michigan Acquisition Sub. L.L.C.

Internal _____
Address: _____

Street Address: 2925 Boardwalk

City: Ann Arbor

State: MI

Country: U.S. Zip: 48104

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation-State Citizenship _____
 Limited Liability Company Citizenship Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designation must be a separate document from assignment)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael N. Spink

Internal/Address: Brinks Hofer Gilson & Lione

Street Address: P.O. Box 10395

City: Chicago

State: IL Zip: 60610

Phone Number: 734 302-6000

Fax Number: 734 994-6331

Email Address: mospink@brinkshofer.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.5(b)(6) & 3.41) \$ 40.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 23-1925

Authorized User Name Brinks Hofer Gilson & Lione
Michael N. Spink

9. Signature. Michael Spink 3/10/06

Signature Date
Michael N. Spink, 47,107
Name of Person Signing sheet, attachments, and document: 4

Total number of pages including cover

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

CH \$40.00 231925 1963580

5 T.M.

MICHIGAN DEPARTMENT OF LABOR AND ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES			
Date Received		(FOR BUREAU USE ONLY)	
MAY 02 2005		This document is effective of the date filed, unless a subsequent date is given within 90 days of the filing date as stated in the document.	
Name: David N. Parsigian, Esq. Miller, Canfield, Paddock and Stone, P.L.C.			MAY 02 2005
Address: 101 North Main Street, Seventh Floor			Acting Director BUREAU OF COMMERCIAL SERVICES
City	State	Zip Code	EFFECTIVE DATE:
Ann Arbor	MI	48104-1400	

Document will be returned to the name and address you enter above

CERTIFICATE OF MERGER

Pursuant to the provisions of Act 284, Public Acts of 1972 and Act 21, Public Acts of 1993, the undersigned entities execute the following Certificate:

1. The Agreement of Merger is as follows:

(a) The name of each constituent entity and its identification number, if any, is:

Picotronix, Inc. Identification No. 518399

Michigan Acquisition Sub, LLC, a Delaware limited liability company

(b) The name of the surviving entity is:

Michigan Acquisition Sub, LLC, a Delaware limited liability company

The name and street address of the surviving entity's principal place of business is: 2925 Boardwalk, Ann Arbor, Michigan 48104

2. The merger shall be effective upon the filing of this Certificate of Merger (the "Effective Time").

3. The names and designations and number of outstanding shares of each class and series of shares of capital stock of Picotronix, Inc. and those entitled to vote are as follows:

DM
6250 CK 178269 CLK -1-
1250 CK 1794350mf

<u>Authorized Capital Stock</u>	<u>Outstanding Capital Stock</u>	<u>Shares Entitled to Vote</u>
18 million common shares, consisting of 2,520,000 Class A common shares and of 15,480,000 Class B common shares	15,480,000 Class B Common shares	All outstanding Class B common shares; the Class A common shares have no voting rights

The numbers of outstanding shares of Picotronix, Inc. are not subject to change before the Effective Time.

4. At the Effective Time, by virtue of the merger and without any action on the part of Michigan Acquisition Sub, LLC, Picotronix, Inc. or Advanced Photonix, Inc. (the sole member of Michigan Acquisition Sub, LLC):

(a) Each outstanding Class B common share of Picotronix, Inc. shall be cancelled and extinguished and exchanged for approximately:

- (i) \$0.2261 in cash;
- (ii) 0.1663 shares of Class A Common Stock in Advanced Photonix, Inc.; and
- (iii) a promissory note issued by Advanced Photonix, Inc. in the original principal amount of \$0.1874.

(b) Advanced Photonix, Inc. shall remain the sole member of Michigan Acquisition Sub, LLC.

5. At the effective time of the merger, Article I of the Certificate of Formation of Michigan Acquisition Sub, LLC shall be amended to change the name of the limited liability company to "Picometrix, LLC."

6. Michigan Acquisition Sub, LLC will provide the Agreement and Plan of Merger, dated as of March 8, 2005 (the "*Plan of Merger*"), relating to the merger to any holder of common shares in Picotronix, Inc. upon request.

7. The Merger is permitted by the Delaware Limited Liability Act by virtue of Section 264 of the Delaware General Corporation Law (the "*DGCL*") and Michigan Acquisition Sub, LLC has complied with the requirements of such Section.

8. The Board of Directors and the holders of all outstanding shares of Picotronix, Inc. entitled to vote approved the Plan of Merger in accordance with Section 703a of the Michigan Business Corporation Act, as amended.

9. Advanced Photonix, Inc., the sole member of Michigan Acquisition Sub, LLC, approved the Plan of Merger in accordance with Section 264 of the DGCL.

[SIGNATURES ON FOLLOWING PAGE]

Signed this 2nd day of May, 2005.

PICOTRONIX, INC.

By 

Robin F. Risser
Its Chief Executive Officer

AALIB:431235.7126257-00001