

REGORDATION 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):
Michigan Acquisition Sub, LLC

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

Citizenship (see guidelines) Delaware

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 Name Change

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

A. Trademark Application No.(s) _____

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

Name: Picomatrix, LLC

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)

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):

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

Name: Michael N. Spink

Internal/Address: Brinks Hofer Gilson & Lyone

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 & Lyone
Michael N. Spink

9. Signature. Michael Spink 3/10/06

Signature Date
Michael N. Spink, 47,107 Total number of pages including cover
Name of Person Signing sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22315-1450

CH \$40.00 231925 1963580

Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the CERTIFICATE OF MERGER

for

MICHIGAN ACQUISITION SUB, LLC

ID NUMBER: B9102P

***received by facsimile transmission on May 3, 2005 is hereby endorsed filed on
May 3, 2005 by the Administrator. The document is effective on the date filed,
unless a subsequent effective date within 90 days after received date is stated in the
document.***



***In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 3rd day
of May, 2005.***

, Director

Bureau of Commercial Services

05-03-2005 01:17PM FROM-Miller Canfield Troy Office

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Delaware

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The First State

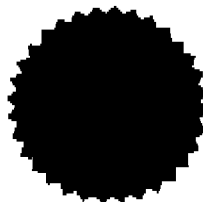
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PICOTRONIX, INC.", A MICHIGAN CORPORATION,

WITH AND INTO "MICHIGAN ACQUISITION SUB, LLC" UNDER THE NAME OF "PICOMETRIX, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF MAY, A.D. 2005, AT 5:43 O'CLOCK P.M.

3923822 8100M

050354356



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3851565

DATE: 05-02-05

05/03/2005 01:19PM

TRADEMARK
REEL: 003272 FRAME: 0022

05-03-2005 01:16PM FROM-Miller Canfield Troy Office

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State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 05:43 AM 05/02/2005
 FILED 05:43 PM 05/02/2005
 SRV 050354356 - 1923822 FILE

**STATE OF DELAWARE
 CERTIFICATE OF MERGER FOR A
 FOREIGN CORPORATION INTO A
 DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act:

First: The name of the surviving limited liability company is "Michigan Acquisition Sub, LLC", a Delaware limited liability company (the "*Sub*").

Second: The name of the corporation being merged into the Limited Liability Company is Picotronic, Inc., a foreign corporation ("*Picotronic*").

Third: The jurisdiction in which Picotronic is formed is Michigan.

Fourth: The Sub and Picotronic have approved and executed an Agreement and Plan of Merger providing for the merger of Picotronic into the Sub with the Sub being the survivor.

Fifth: The new name of the surviving limited liability company is "Picotronic, LLC."

Sixth: The merger shall be effective upon filing.

Seventh: The Agreement and Plan of Merger is on file at a place of business of the surviving limited liability company and the address thereof is 2925 Boardwalk, Ann Arbor, Michigan 48104.

Eighth: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member of the domestic limited liability company or any stockholder of Picotronic.

IN WITNESS WHEREOF, the Sub has caused this certificate to be signed by its sole member this 2nd day of May, 2005.

MICHIGAN ACQUISITION SUB, LLC
 By Advanced Photonix, Inc.
 its sole member

By


 Richard Kurtz
 Chairman and CEO

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