

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SimpleDevices, Inc.		08/28/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Universal Electronics Inc.
Street Address:	6101 Gateway Drive
City:	Cypress
State/Country:	CALIFORNIA
Postal Code:	90630-4841
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	76453187	SIMPLE DEVICES
Registration Number:	2707108	SIMPLEWARE
Registration Number:	3052182	TAGIT

CORRESPONDENCE DATA

Fax Number: (312)456-8435
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-456-6589
 Email: galism@gtlaw.com
 Correspondent Name: Mark R. Galis
 Address Line 1: 77 W. Wacker Drive
 Address Line 2: Greenberg Traurig, LLP - Suite 2500
 Address Line 4: Chicago, ILLINOIS 60601-1732

ATTORNEY DOCKET NUMBER:	59489.057800
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CH \$90.00 76453187

NAME OF SUBMITTER:	Mark R. Galis
Signature:	/Mark R. Galis/
Date:	09/14/2006
Total Attachments: 5 source=9CAB9A00#page1.tif source=9CAB9A00#page2.tif source=9CAB9A00#page3.tif source=9CAB9A00#page4.tif source=9CAB9A00#page5.tif	

Delaware

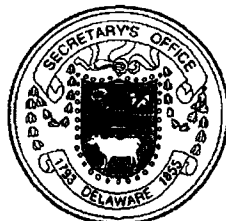
PAGE 1

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:

"SIMPLEDEVICES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "UNIVERSAL ELECTRONICS INC." UNDER THE NAME OF "UNIVERSAL ELECTRONICS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 2006, AT 6:09 O'CLOCK P.M.

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



2108379 8100M

060814585

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5015761

DATE: 09-01-06

TRADEMARK
REEL: 003390 FRAME: 0455

**CERTIFICATE OF OWNERSHIP AND MERGER
of
SIMPLEDEVICES, INC.
INTO
UNIVERSAL ELECTRONICS INC.**

Pursuant to Section 253 of the General Corporation Law of Delaware

Universal Electronics Inc. (the "Corporation"), a corporation incorporated on the 21st day of November, 1986, pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that the Corporation owns over 90% of the capital stock of SimpleDevices, Inc. (the "Subsidiary"), a corporation incorporated on the 26th day of July, 2000, pursuant to the provisions of the General Corporation Law of the State of Delaware, and that this Corporation, by adopting resolutions pursuant to an action by unanimous written consent of the Board of Directors effective as of August 15, 2006, determined to and did merge into itself said Subsidiary, which resolutions are in the following words:

"WHEREAS, this Corporation owns approximately 99.2% of the outstanding shares of common stock of SimpleDevices, Inc., a corporation organized and existing under the laws of the State of Delaware ("SDI");

WHEREAS, this Corporation desires to merge SDI with and into this Corporation with this Corporation being the surviving corporation of the merger (the "Merger"), and to be possessed of all the estate, property, rights, privileges and franchises of SDI;

WHEREAS, pursuant to the Merger, each share of common stock of SDI issued and outstanding immediately prior to the effective time of the Merger will be cancelled and converted into the right to receive an amount in cash equal to \$0.12348726 per share (the "Per Share Merger Consideration"), which is the same per share consideration this Corporation paid to SDI stockholders who tendered their shares and vested options to this Corporation pursuant to the Stock Purchase Agreement dated October 1, 2004, by and among this Corporation, SDI and the stockholders and holders of vested options of SDI named therein;

WHEREAS, the Board of Directors of this Corporation has determined that the Per Share Merger Consideration to be received by the SDI stockholders is fair, from a financial point of view, to the stockholders of SDI; and

WHEREAS, the undersigned have determined that it is advisable and in the best interests of this Corporation and its stockholders that this Corporation consummate the Merger in accordance with the provisions of Section 253 of the Delaware General Corporation Law (the "DGCL"), and enter into all other agreements and instruments required to be entered into or otherwise necessary to effectuate the Merger and consummate the transactions contemplated thereby.

NOW, THEREFORE, BE IT RESOLVED, that the terms and provisions of the Merger and other transactions contemplated thereby, are hereby authorized, approved and confirmed by the undersigned in good faith, with such modifications and amendments to such documents required to consummate the Merger as may be approved by the officer or officers of this Corporation executing and delivering the same;

RESOLVED FURTHER, that this Corporation hereby assumes all the liabilities and obligations of SDI;

RESOLVED FURTHER, 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 SDI 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;

RESOLVED FURTHER, that, in accordance with Section 262 of the DGCL, the officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of this Corporation, to prepare or cause to be prepared and mailed to the SDI stockholders a notice of the approval of the Merger, the effective date of the Merger and that appraisal rights are available for any or all of the issued and outstanding shares of common stock of SDI, and to take any other actions as such officers deem necessary, appropriate or desirable in connection with this Corporation's compliance with Section 262 of the DGCL; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized to execute and deliver such further agreements, documents, securities and instruments, and all amendments and supplements thereto, and to do and perform, cause to be done and performed, and suffer to be done or performed, such further deeds and acts as may be deemed in the exercise of discretion by the officer or officers acting in the matter to be necessary, appropriate or advisable in order to carry out and perform the purposes and intentions of the foregoing resolutions, and the execution or delivery of any such agreements, documents, securities or instruments or the taking or suffering to be done of such actions, shall constitute conclusive evidence of the approval thereof."

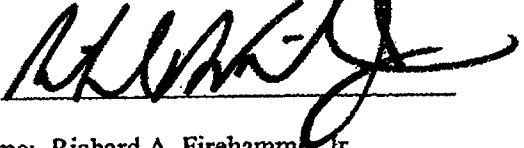
[Signature page follows]

IN WITNESS THEREOF, said parent Corporation has caused its corporate seal to be affixed
and this certificate to be signed by an authorized officer this 28th day of August, 2006.

CORPORATE SEAL



UNIVERSAL ELECTRONICS INC.

By: 

Name: Richard A. Firehammer Jr.

Title: . Sr. Vice President, General Counsel
and Secretary

U.S. TRADEMARK/SERVICE MARK APPLICATIONS/REGISTRATIONS
MERGED FROM SIMPLEDEVICES, INC. TO UNIVERSAL ELECTRONICS INC.

MARK	APPLICATION/ REGISTRATION NO.	FILING/REG. DATE	ATTORNEY DOCKET NO.
SIMPLE DEVICES	76/453187	09/26/2002	81230.503T2
SIMPLEWARE	2,707,108	04/15/2003	81230.505T1
TAGIT	3,052,182	01/31/2006	81230.506T1

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