

10-03-2006



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

FINANCE SECTION

9.29.06

1. Name of conveying party(ies):

Alcatel NA Cable Systems, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other \_\_\_\_\_
- Association
- Limited Partnership

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: Radio Frequency Systems, Inc.

Internal

Address: \_\_\_\_\_

Street Address: 200 Pondview Drive

City: Meriden

State: CT

Country: USA Zip: 06450

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other \_\_\_\_\_

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

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) June 24, 2004

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

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)

2334631 2389148 2552998

Additional sheet(s) attached?  Yes  No

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

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

Name: K. Bradford Adolphson

Internal Address: Ware, Fressola, Van der Sluys & Adolphson LLP

Street Address: 755 Main Street  
P.O. Box 224

City: Monroe

State: CT Zip: 06468

Phone Number: 203-261-1234

Fax Number: 203-261-5676

Email Address: kba@wfva.net

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 90.00

- 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 23-0442  
Authorized User Name \_\_\_\_\_

9. Signature:

Signature

9/27/06  
Date

00000152 2334631

K. Bradford Adolphson, Reg. No. 30.927

50.00 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

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

10/02/2006 DEYRNE

01 FC:8521  
02 FC:8522

CERTIFICATE OF OWNERSHIP AND MERGER

OF

RADIO FREQUENCY SYSTEMS, INC.  
(a Delaware corporation)

with and into

ALCATEL NA CABLE SYSTEMS, INC.  
(a Delaware corporation)

pursuant to §253 of the  
Delaware General Corporation Law

It is hereby certified that:

1. Alcatel NA Cable Systems, Inc. (the "Corporation") is a corporation organized under the laws of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of capital stock of Radio Frequency Systems, Inc., which is also a corporation organized under the laws of the State of Delaware ("RFS").
3. The Corporation hereby merges RFS with and into the Corporation as of the Effective Time (as defined below), pursuant to §253 of Delaware General Corporation Law.
4. Attached hereto as Exhibit A is a copy of the resolutions adopted on June 23, 2004 by the Board of Directors of the Corporation approving the merger of RFS into the Corporation.
5. The effective time of this Certificate of Ownership and Merger, and the effective merger time, shall be 4:30 p.m. on June 25, 2004 (the "Effective Time").
6. As of the Effective Time, the Corporation shall change its corporate name to Radio Frequency Systems, Inc.

Executed on the 24<sup>th</sup> day of June, 2004.

ALCATEL NA CABLE SYSTEMS, INC.

By: 

Name: John Steen

Title: President and Chief Executive Officer

**Exhibit A**

Below is a true and correct copy of the resolutions duly adopted by the Board of Directors of Alcatel NA Cable Systems, Inc., a Delaware corporation (the "Corporation") on June 23, 2004:

**MERGER OF RFS INTO THE CORPORATION**

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to merge Radio Frequency Systems, Inc., a Delaware corporation and wholly owned subsidiary of the Corporation ("RFS"), with and into the Corporation, pursuant to Section 253 of the Delaware General Corporation Law, with the Corporation being the surviving corporation of such merger (the "Merger"); and

WHEREAS, in connection with the Merger, it is in the best interests of the Corporation to change its corporate name to Radio Frequency Systems, Inc. (the "Name Change"); and

WHEREAS, in order to effectuate the Merger and the Name Change, the Corporation must file a Certificate of Ownership and Merger (the "Certificate of Merger") with the Delaware Secretary of State, which, among other things, shall include a copy of the resolutions of the Corporation authorizing the Merger.

NOW THEREFORE, BE IT RESOLVED, that the Merger and the Name Change be, and hereby are, authorized, confirmed and approved in all respects, and that at the effective time of the Merger (the "Merger Effective Time"), all of the estate, property, rights, privileges, powers and franchises of RFS shall be vested in and held and enjoyed by the Corporation as fully and entirely and without change and diminution as the same were before held and enjoyed by RFS; and

FURTHER RESOLVED, that, at the Merger Effective Time, the Corporation shall assume all of the obligations of RFS; and

FURTHER RESOLVED, that, at the Merger Effective Time, each issued and outstanding share of capital stock of RFS shall be canceled and all rights and privileges relating thereto shall terminate; and

FURTHER RESOLVED, that any officer of the Corporation be, and each hereby is, authorized, empowered and directed to execute, deliver and file the Certificate of Merger as required by the Delaware General Corporation Law and to take any and all additional action and execute, deliver and file any and all additional documents and instruments, in each case necessary or appropriate to effectuate fully the Merger and the Name Change, such action, execution and/or delivery being conclusive evidence of such approval; and

FURTHER RESOLVED, that any time prior to the Merger Effective Time, the Board of Directors of the Corporation may terminate the Certificate of Merger.

# 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 OWNERSHIP, WHICH MERGES:

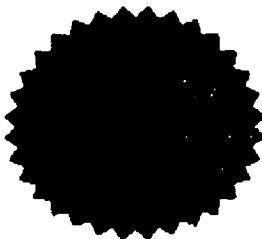
"RADIO FREQUENCY SYSTEMS, INC.", A DELAWARE CORPORATION, WITH AND INTO "ALCATEL NA CABLE SYSTEMS, INC." UNDER THE NAME OF "RADIO FREQUENCY SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 2004, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-FIFTH DAY OF JUNE, A.D. 2004, AT 4:30 O'CLOCK P.M.

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

2109625 8100M

040470281



*Harriet Smith Windsor*  
HARRIET SMITH WINDSOR, Secretary of State

DATE: 06-25-04

RECORDED: 09/29/2006

TRADEMARK  
REEL: 003403 FRAME: 0224