

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/03/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
COGENT SYSTEMS, INC.		05/03/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	COGENT, INC.
Street Address:	209 Fair Oaks Ave.
City:	South Pasadena
State/Country:	CALIFORNIA
Postal Code:	91030
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2966725	COGENT SYSTEMS

CORRESPONDENCE DATA

Fax Number: (626)577-8800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 626-795-9900
 Email: pto@cph.com
 Correspondent Name: Christie, Parker & Hale, LLP.
 Address Line 1: P.O. Box 7068
 Address Line 4: Pasadena, CALIFORNIA 91109-7068

ATTORNEY DOCKET NUMBER:	C636:10
NAME OF SUBMITTER:	Raymond R. Tabandeh
Signature:	/Raymond R. Tabandeh/

CH \$40.00 2966725

Date:

11/08/2006

Total Attachments: 9

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AGREEMENT OF MERGER

This Agreement of Merger (this "*Agreement*") is entered into as of May 3, 2004, by and between Cogent Systems, Incorporated, a California corporation ("*Cogent California*") and Cogent, Inc. a Delaware corporation (the "*Cogent Delaware*").

RECITALS:

WHEREAS, Cogent California is a corporation duly organized and existing under the laws of the State of California;

WHEREAS, Cogent Delaware is a corporation duly organized and existing under the laws of the State of Delaware and is a wholly-owned subsidiary of Cogent California;

WHEREAS, the respective Boards of Directors for Cogent California and Cogent Delaware have determined that, for the purpose of effecting the reincorporation of Cogent California in the State of Delaware, it is advisable and to the advantage of said two corporations and their shareholders that Cogent California merge with and into Cogent Delaware upon the terms and conditions herein provided; and

WHEREAS, the respective Boards of Directors of Cogent California and Cogent Delaware, the sole shareholder of Cogent California, and the sole stockholder of Cogent Delaware have adopted and approved this Agreement.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Cogent California and the Cogent Delaware hereby agree as follows:

AGREEMENT:

1. Merger; Effective Time. Cogent California shall be merged with and into Cogent Delaware (the "*Merger*") at such time as this Agreement is made effective in accordance with applicable law (the "*Effective Time*").
2. Surviving Corporation. At the Effective Time, Cogent California shall be merged with and into the Cogent Delaware, Cogent Delaware shall survive the Merger (the "*Surviving Corporation*") and all of the property, rights, privileges, powers, and franchises of Cogent California and Cogent Delaware shall vest in the Surviving Corporation, and all debts, liabilities and duties of Cogent California and Cogent Delaware shall become the debts, liabilities and duties of the Surviving Corporation and shall continue unaffected and unimpaired by the Merger. At the Effective Time, the separate existence of Cogent California shall cease.
3. Effect of the Merger. The Merger shall have the effects set forth in Section 259 of the Delaware General Corporation Law.
4. Further Action. If, at any time after the Effective Time, any further action is determined to be necessary or desirable to carry out the purposes of this Agreement or to vest the Surviving Corporation with full right, title and possession of and to all rights and property of Cogent California and Cogent Delaware, the officers and directors of the Surviving Corporation

shall be fully authorized (in the name of Cogent California, in the name of the Cogent Delaware and otherwise) to take such action.

5. Organization of Cogent California.

- a. Cogent California was incorporated under the laws of the State of California on April 26, 1990.
- b. Cogent California is authorized to issue an aggregate of 40,000,000 shares of Common Stock (without par value) ("*Cogent California Common Stock*").
- c. As of the record date for purposes of voting on the Merger, 30,000,000 shares of Cogent California Common Stock were outstanding.

6. Organization of Cogent Delaware.

- a. Cogent Delaware was incorporated under the laws of the State of Delaware on May 3, 2004.
- b. Cogent Delaware is authorized to issue an aggregate of 250,000,000 shares of Common Stock, \$0.001 par value per share ("*Cogent Delaware Common Stock*").
- c. As of the record date for purposes of voting on the Merger, an aggregate of 1,000 shares of Cogent Delaware Common Stock were outstanding.

7. Effect on Shares. At the Effective Time, by virtue of the Merger and without any further action on the part of Cogent California, Cogent Delaware or any shareholder of the Cogent California:

- i. each one share of Cogent California Common Stock outstanding immediately prior to the Effective Time shall be changed and converted into two (2) fully paid and nonassessable shares of Cogent Delaware Common Stock; and
- ii. each share of Cogent Delaware Common Stock outstanding immediately prior to the Effective Time shall be canceled and retired without consideration and resume the status of authorized and unissued shares of Cogent Delaware Common Stock, and no shares of Cogent Delaware Common Stock or other securities of Cogent Delaware shall be issued in respect thereof.

8. Stock Certificates. At the Effective Time, all of the outstanding certificates which prior to that time represented shares of Cogent California Common Stock shall be deemed for all purposes to evidence ownership of and to represent the shares of Cogent Delaware Common Stock into which the shares of Cogent California Common Stock represented by such certificates have been converted as herein provided. The registered owner on the books and records of Cogent California or its transfer agent of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to Cogent Delaware or its transfer agent, 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 Cogent Delaware Common Stock evidenced by such outstanding certificate as provided above.

9. Options, Warrants and All Other Rights to Purchase Stock. Upon the Effective Time, each outstanding option, warrant or other right to purchase one share of Cogent California Common Stock shall be converted into and become an option, warrant or right to purchase two (2) shares of Cogent Delaware Common Stock upon the terms and subject to the conditions as set forth in the agreements entered into by Cogent California pertaining to such options, warrants or rights. The per share exercise price for each converted option, warrant or other right to purchase shares of Cogent Delaware Common Stock shall also be, unless otherwise required under the terms of such option, warrant or purchase right, adjusted by dividing such per share exercise price by two (2) and rounded up to the nearest whole cent. A number of shares of Cogent Delaware Common Stock shall be reserved for purposes of such options, warrants and rights equal to the number of shares of Cogent Delaware Common Stock issuable upon exercise of such options, warrants or rights immediately following the Effective Time. As of the Effective Time, Cogent Delaware shall assume all obligations of Cogent California under agreements pertaining to such options, warrants and rights, and the outstanding options, warrants or other rights, or portions thereof, granted pursuant thereto.

10. Governing Documents. The Certificate of Incorporation and Bylaws of Cogent Delaware in effect at the Effective Time shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

11. Directors and Officers. The directors and officers of Cogent California immediately prior to the Effective Time be the directors and officers of the Surviving Corporation.

12. Covenants of Cogent Delaware. Cogent Delaware covenants and agrees that it will, on or before the Effective Time:

a. Qualify to do business as a foreign corporation in the State of California, and in all other states in which Cogent California is so qualified and in which the failure to so qualify would have a material adverse impact on the business or financial condition of Cogent Delaware. In connection therewith, Cogent Delaware has irrevocably appointed an agent for service of process as required under the provisions of Section 2105 of the California Corporations Code and under applicable provisions of state law in other states in which qualification is required hereunder.

b. File any and all documents with the California Franchise Tax Board necessary to the assumption by Cogent Delaware of all of the franchise tax liabilities of Cogent California.

13. Amendment. This Agreement may be amended by the parties hereto any time before or after approval hereof by the shareholders of Cogent California and Cogent Delaware, but after such approval, no amendment shall be made that by law requires the further approval of such shareholders without obtaining such approval. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.


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

IN WITNESS WHEREOF, the undersigned parties have executed this Agreement as of the date first set forth above.

COGENT SYSTEMS, INCORPORATED,
a California corporation

By: 
Paul Kim
Chief Financial Officer

COGENT, INC.,
a Delaware corporation

By: 
Paul Kim
President, Secretary and Chief
Financial Officer

[SIGNATURE PAGE TO AGREEMENT OF MERGER]

COGENT, INC.
OFFICER'S CERTIFICATE

Paul Kim hereby certifies that:


1. He is the President, Secretary and Chief Financial Officer of Cogent, Inc., a Delaware corporation ("*Cogent Delaware*").
2. The total number of outstanding shares of capital stock of Cogent Delaware is 1,000 shares of common stock, \$0.001 par value per share (the "*Common Stock*").
3. The stockholder vote required for the adoption and approval of the Agreement of Merger was the affirmative vote by the holders of a majority of the outstanding shares of the Common Stock.
4. The Agreement of Merger in the form attached was adopted and approved by the sole shareholder of Cogent Delaware by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the City of South Pasadena, in the State of California, the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on May 3, 2004.

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IN WITNESS WHEREOF, the undersigned party has executed this Officer's Certificate as of the date set forth above.

By: 
Paul Kim, President, Secretary and Chief Financial Officer

[SIGNATURE PAGE TO COGENT, INC. OFFICER'S CERTIFICATE]

COGENT SYSTEMS, INCORPORATED
OFFICER'S CERTIFICATE

Paul Kim hereby certifies that:

1. He is the Chief Financial Officer of Cogent Systems, Incorporated, a California corporation (the "*Company*").
2. The total number of outstanding shares of capital stock of the Company entitled to vote is 30,000,000 shares of common stock, no par value (the "*Common Stock*").
3. The shareholder vote required for the adoption and approval of the Agreement of Merger was the affirmative vote of the holders of a majority of the outstanding shares of the Common Stock.
4. The Agreement of Merger in the form attached was adopted and approved by the sole shareholder of the Company by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the City of South Pasadena, in the State of California, the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on May 3, 2004.

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IN WITNESS WHEREOF, the undersigned party has executed this Officer's Certificate as of the date set forth above.

By: 
Paul Kim, Chief Financial Officer

[SIGNATURE PAGE TO COGENT SYSTEMS, INCORPORATED OFFICER'S CERTIFICATE]

NO. 8372 F. 12

DONNELLY FINANCIAL (213) 6207521

MAY 3, 2004 9:37AM