

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Metrowerks Corporation		09/28/2005	CORPORATION: TEXAS

**RECEIVING PARTY DATA**

Name:	Metrowerks Holdings, Inc.
Street Address:	c/o Corporation Service Company
Internal Address:	2711 Centerville Road, Suite 400
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19808
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Serial Number:	75347438	POWERTAP
Serial Number:	74715064	CODETEST
Serial Number:	74026135	CODETAP

**CORRESPONDENCE DATA**

Fax Number: (512)536-4598  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 512.474.5201  
 Email: aotrademark@fulbright.com  
 Correspondent Name: Shannon T. Vale  
 Address Line 1: 600 Congress Avenue  
 Address Line 2: Suite 2400  
 Address Line 4: Austin, TEXAS 78701

ATTORNEY DOCKET NUMBER: FRES:900

**TRADEMARK**

**900077063**

**REEL: 003543 FRAME: 0731**

**OP \$90.00 75347438**

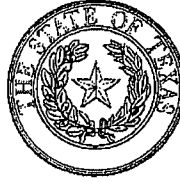
NAME OF SUBMITTER:	L. Alison Davis
Signature:	/L. Alison Davis/
Date:	05/16/2007

**Total Attachments: 10**

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# The State of Texas



Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697

Phone: 512-463-5555  
Fax: 512-463-5709  
TTY: 7-1-1  
[www.sos.state.tx.us](http://www.sos.state.tx.us)

## Office of the Secretary of State

Re: Original Documents

Dear Sir or Madam:

On August 6, 2001, the Office of the Texas Secretary of State converted to a new computer system. One of the many changes to procedure effected by the new system is the change to the look of the certificates of filing and certification of facts or copies by the Corporation Section.

Prior to our conversion, certificates issued by the Corporations Section were printed on special certificate paper that contained a pre-printed gold seal. Under our new system we are generating certificates using electronic signatures and black and white seals, and we are generating certificates over the WEB. Consequently, articles of incorporation, articles of organization, certificates of amendment, certificates of existence (certificates of status), and all other certificates issued by this office will no longer be on "gold-seal paper".

Attached to this letter is an original certificate prepared by our new system.

If you have any questions regarding this matter, please call me at 512-463-5578.

Very Truly Yours,

Ila Hendricks  
Certifying Team  
Office of the Texas Secretary of State

TRADEMARK

REEL: 003543 FRAME: 0733



## Office of the Secretary of State

### APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

- |                              |                          |
|------------------------------|--------------------------|
| 1. Country:                  | United States of America |
| This Public document         |                          |
| 2. has been signed by        | Roger Williams           |
| 3. acting in the capacity of | Secretary of State       |
| 4. bears the seal/stamp of   | State of Texas           |

### CERTIFIED

- |  |                |
|--|----------------|
| 5. at Austin, Texas                                    |                |
| 6. on September 30, 2005                               |                |
| 7. by the Director, Business & Public Filings Division |                |
| 8. Certificate No. C00004109                           |                |
| 9. Seal  | 10. Signature: |



*Lorna Wansdorf*

Director, Business & Public Filings Division

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Roger Williams  
Secretary of State

## Office of the Secretary of State

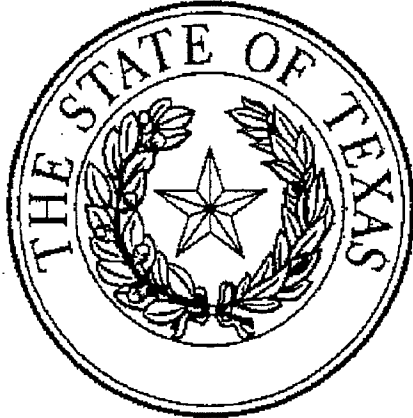
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

METROWERKS CORPORATION  
Filing Number: 131516200

Articles of Merger

September 28, 2005

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 30, 2005.



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams  
Secretary of State

Phone: (512) 463-5555  
Prepared by: BHENDRICKS

Come visit us on the internet at <http://www.sos.state.tx.us/>  
Fax: (512) 463-5709

TTY: 7-1-1  
Document: 104526790002

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REEL: 003543 FRAME: 0735

Execution FILED  
in the Office of the  
Secretary of State of Texas

SEP 28 2005

Corporations Section

ARTICLES OF MERGER OF  
METROWERKS CORPORATION INTO  
METROWERKS HOLDINGS, INC.

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, Metrowerks Holdings, Inc., a Delaware corporation ("Parent Corporation"), has adopted the following Articles of Merger for the purpose of merging Metrowerks Corporation, a Texas corporation ("Subsidiary Corporation") into Parent Corporation.

1. Parent Corporation is organized under the laws of the State of Delaware. Subsidiary Corporation is organized under the laws of the State of Texas. The laws of the State of Delaware, under which Parent Corporation is organized, permit the merger specified in these Articles.

2. Parent Corporation owns all of the outstanding shares of each class of capital stock of Subsidiary Corporation. The address of the registered office of Subsidiary Corporation in Texas is c/o CF Corporation System, 350 North St. Paul Street, Dallas, Texas 75201.

3. A copy of the merger resolution adopted by the Board of Directors of Parent Corporation approving the merger of Subsidiary Corporation with and into Parent Corporation, with Parent Corporation continuing as the surviving corporation, is attached to and incorporated by reference into these Articles as Exhibit A. The resolution was approved on September 27th, 2005.

4. Parent Corporation, as the surviving corporation, shall be governed by the laws of the State of Delaware.

5. Parent Corporation, as the surviving corporation, acknowledges that the Texas Secretary of State is deemed to be appointed as its agent for service of process in actions to enforce the rights of any dissenting shareholders of the domestic corporation that is a party to the merger.

6. Parent Corporation, as the surviving corporation, agrees that it will promptly pay to any dissenting shareholders of the domestic corporation that is a party to the merger the amount, if any, to which any such persons may be entitled under Article 5.16 of the Texas Business Corporation Act.

7. The address of the registered office of Parent Corporation, as the surviving corporation, in Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

8. Parent Corporation, as the surviving corporation, shall be liable for payment of all unpaid franchise taxes of Subsidiary Corporation as well as all fees required by law in connection with these Articles of Merger.

TRADEMARK

REEL: 003543 FRAME: 0736

9. The merger will become effective as of 12:01 a.m. Central Daylight Time on October 1, 2005 in accordance with the provisions of Article 10.03 of the Texas Business Corporation Act.

Dated: September 28, 2005

METROWERKS HOLDINGS, INC.

By: 

Name: Tom Goulay

Title: Vice President and Chief Financial Officer

**EXHIBIT A**

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation and its stockholders to effect the merger of Metrowerks Corporation, a Texas corporation that is a wholly-owned subsidiary of the Corporation (the "Subsidiary"), with and into the Corporation pursuant to Article 5.16 of the Texas Business Corporation Act (the "TBCA") and Section 253 of the DGCL, with the Corporation continuing as the surviving corporation.

RESOLVED, that the merger of the Subsidiary with and into the Corporation pursuant to Article 5.16 of the TBCA and Section 253 of the DGCL, with the Corporation continuing as the surviving corporation, is hereby authorized and approved in all respects.

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, for and in the name of and on behalf of the Corporation, to take any and all actions and to execute and acknowledge any and all such documents as they may deem necessary or advisable in order to consummate the merger, including the filing of (i) Articles of Merger with the Secretary of State of the State of Texas, and (ii) a Certificate of Ownership and Merger of the Subsidiary into the Corporation with the Secretary of State of the State of Delaware, as well as any other filings required under Texas and/or Delaware law, and with such other offices or agencies as may be necessary or appropriate.



# Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: *United States of America*

*This public document:*

2. *has been signed by Harriet Smith Windsor*

3. *acting in the capacity of Secretary of State of Delaware*

4. *bears the seal/stamp of Office of Secretary of State*

## Certified

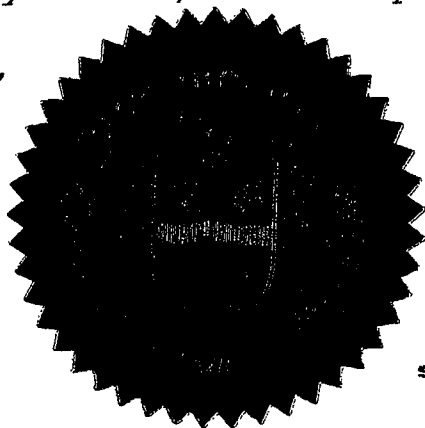
5. *at Dover, Delaware*

6. *the twenty-ninth day of September, A.D. 2005*

7. *by Secretary of State, Delaware Department of State*

8. *No. 0264477*

9. Seal/Stamp:



10. Signature:

*Harriet Smith Windsor*

**Secretary of State**

# Delaware

PAGE 1

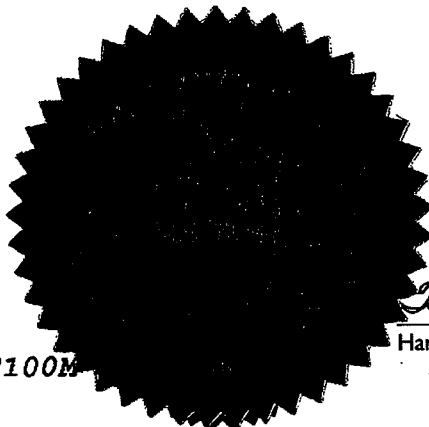
*The First State*

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:

"METROWERKS CORPORATION", A TEXAS CORPORATION,  
WITH AND INTO "METROWERKS HOLDINGS, INC." UNDER THE NAME OF "METROWERKS HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2005, AT 3:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF OCTOBER, A.D. 2005, AT 1:01 O'CLOCK A.M.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4191272

3087978 8100M

050795617

DATE: 09-29-05

TRADEMARK  
REEL: 003543 FRAME: 0740

State  
of Corporations  
Filed 03:39 PM 09/28/2005  
FILED 03:45 PM 09/28/2005  
SRV 050795617 - 3087978 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER OF**  
**METROWERKS CORPORATION INTO**  
**METROWERKS HOLDINGS, INC.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Metrowerks Holdings, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware. The address of the registered office of the Corporation in Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

SECOND: That the Corporation owns all of the outstanding shares of each class of capital stock of Metrowerks Corporation, a Texas corporation ("Metrowerks"). The address of the registered office of Metrowerks in Texas is c/o CT Corporation System, 350 North St. Paul Street, Dallas, Texas 75201.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 27th day of September, 2005, determined to merge Metrowerks with and into itself, with the Corporation continuing as the surviving corporation, on the conditions set forth in such resolutions:

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation and its stockholders to effect the merger of Metrowerks Corporation, a Texas corporation that is a wholly-owned subsidiary of the Corporation (the "Subsidiary"), with and into the Corporation pursuant to Article 5.16 of the Texas Business Corporation Act (the "TBCA") and Section 253 of the DGCL, with the Corporation continuing as the surviving corporation.

RESOLVED, that the merger of the Subsidiary with and into the Corporation pursuant to Article 5.16 of the TBCA and Section 253 of the DGCL, with the Corporation continuing as the surviving corporation, is hereby authorized and approved in all respects.

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, for and in the name of and on behalf of the Corporation, to take any and all actions and to execute and acknowledge any and all such documents as they may deem necessary or advisable in order to consummate the merger, including the filing of (i) Articles of Merger with the Secretary of State of the State of Texas, and (ii) a Certificate of Ownership and Merger of the Subsidiary into the Corporation with the Secretary of State of the State of Delaware, as well as any other filings required under Texas and/or Delaware law, and with such other offices or agencies as may be necessary or appropriate.

TRADEMARK

REEL: 003543 FRAME: 0741

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by Tom Gourlay, its authorized officer, this 28th day of September, 2005. The merger will become effective as of 1:01 a.m. Eastern Daylight Time on October 1, 2005 in accordance with the provisions of Section 103(d) of the General Corporation Law.

METROWERKS HOLDINGS, INC.

By: /s/ Tom Gourlay  
Name: Tom Gourlay  
Title: Vice President and Chief Financial  
Officer

SIGNATURE PAGE TO  
CERTIFICATE OF OWNERSHIP AND MERGER