

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/01/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CSP Technologies, Inc., a AL		08/01/2007	CORPORATION:

**RECEIVING PARTY DATA**

Name:	CSP Technologies, Inc., a DE
Street Address:	1030 Riverfront Center
Internal Address:	P.O. Box 710
City:	Amsterdam
State/Country:	NEW YORK
Postal Code:	12010
Entity Type:	CORPORATION:

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Serial Number:	76033421	CSP TECHNOLOGIES ENGINEERED POLYMERIC SOLUTIONS
Serial Number:	76033422	CSP TECHNOLOGIES ENGINEERED POLYMERIC SOLUTIONS
Serial Number:	76167900	CSP
Serial Number:	75566494	ACTIV-DRI
Serial Number:	75566496	ACTIV-PAK
Serial Number:	75566497	ACTIV-STRIP
Serial Number:	75566498	ACTIV-TAB
Serial Number:	75566499	ACTIV-VIAL
Serial Number:	75621964	ACTIV-FILM
Serial Number:	76033420	CSP TECHNOLOGIES
Serial Number:	77175586	ACTIV-POLYMER

OP \$340.00 76033421

Serial Number:	77272720	DESIKEY
Serial Number:	77272740	DESIKEY SYSTEM

**CORRESPONDENCE DATA**

Fax Number: (610)635-1207  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 6106351206  
Email: lwebb@cvholdings.com  
Correspondent Name: Lynne Webb  
Address Line 1: 2570 Blvd of the Generals  
Address Line 2: Ste 120  
Address Line 4: Norristown, PENNSYLVANIA 19403

NAME OF SUBMITTER:	Lynne Webb
Signature:	//lynne webb//
Date:	09/20/2007

**Total Attachments: 10**  
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CORP Book & Page  
08-27-2007 11:14:53 AM  
Bill English - Probate Judge  
Lee County, AL

Book/Pg: 1283/181

Term/Cashier: SCAN1 / AP

Tran: 2156.43655.59769

Recorded: 08-27-2007 11:15:19

REC Recording Fee

30.00

Total Fees: \$ 30.00

ARTICLES OF MERGER  
of  
CSP TECHNOLOGIES, INC.  
an Alabama corporation  
and  
CSP TECHNOLOGIES, INC.  
a Delaware corporation

FILED IN OFFICE  
AUG 20 2007  
SECRETARY OF STATE  
EFFECTIVE

SEP 01 2007  
12:01 A.M. Eastern Time

In accordance with the provisions of Sections 10-2B-11.05 and 10-2B-11.07 of the Alabama Business Corporation Act, *Alabama Code* §10-2B-1.01 *et seq.* (the "ABCA"), CSP Technologies, Inc., an Alabama corporation ("CSP-Alabama"), hereby delivers the following Articles of Merger for the purpose of merging (the "Merger") CSP-Alabama with and into CSP Technologies, Inc., a Delaware corporation ("CSP-Delaware"), with CSP-Delaware being the surviving corporation in the Merger:

1. The laws of the State of Alabama and the State of Delaware permit the Merger.
2. The Agreement and Plan of Merger, a true, correct and complete copy of which is attached hereto as Exhibit A, (the "Plan"), was approved by the directors and stockholders of CSP-Delaware in the manner prescribed by the laws of the State of Delaware, and by the directors and shareholders of CSP-Alabama in the manner prescribed by the ABCA.
3. As to each of the parties to the Plan, the designation, the number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan are as follows:

Names of Corporations	Number of Shares Outstanding	Shares Entitled to Vote as a Class	
		Designation of Class	Number of Shares
CV Holdings, L.L.C.	9,400	common	9400
Massachusetts Mutual Life Insurance Company	242.1875	common	242.1875
Robert S. Abrams Living Trust UTA 8/27/04	100	common	100
MassMutual Corporate Investors	96.875	common	96.875
MassMutual Participation Investors	54.6875	common	54.6875
CM Life Insurance Company	15.625	common	15.625
MassMutual Corporate Value	90.625	common	90.625

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AUG 20 2007  
SECRETARY OF STATE  
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Partners Limited

4. As to each of the parties to the Plan, the total number of shares voted for and against the Plan are as set forth below. The number of votes cast for the Plan by each voting group was sufficient for approval by that voting group.

<u>Names of Corporations</u>	<u>Number of Shares</u>	
	<u>Voted For</u>	<u>Voted Against</u>
CV Holdings, L.L.C.	9400	<u>-0-</u>
Massachusetts Mutual Life Insurance Company	242,1875	<u>-0-</u>
MassMutual Corporate Investors	96,875	<u>-0-</u>
Robert S. Abrams Living Trust UTA 8/27/04	100	<u>-0-</u>
MassMutual Participation Investors	54,6875	<u>-0-</u>
CM Life Insurance Company	15,625	<u>-0-</u>
MassMutual Corporate Value Partners Limited	90,625	<u>-0-</u>

5. The articles of incorporation of CSP-Alabama are filed with the Judge of Probate, Lee County, Alabama.

6. The merger shall be effective September 1, 2007 at 12:01 a.m., eastern time.

(Signature on the following page)

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed by its duly authorized officer as of August 1, 2007.

CSP TECHNOLOGEIS, INC.

By *Robert S. Abrams*  
Name *Robert S. Abrams*  
Its *President*

**Exhibit A**  
**Agreement and Plan of Merger**

(See attached)

AGREEMENT AND PLAN OF MERGER

OF

CSP TECHNOLOGIES, INC.,  
an Alabama Corporation

INTO

CSP TECHNOLOGIES, INC.  
a Delaware Corporation

ARTICLE I

PARTIES TO THE MERGER

1. Parties. The following corporations are parties to the Merger:

a. CSP Technologies, Inc. ("CSP-Alabama"), an Alabama corporation, having its principal place of business 960 West Veterans Blvd., Auburn, Alabama 36830.

b. CSP Technologies, Inc. ("CSP-Delaware"), a Delaware corporation, having its principal place of business 960 West Veterans Blvd., Auburn, Alabama 36830.

2. Status of the Parties. The corporate status of the parties to the Merger is as follows:

a. CSP-Alabama filed its articles of incorporation on August 13, 1997 with the Office of the Judge of Probate of Lee County and on August 15, 1997 with the Alabama Secretary of State, which articles were amended on August 24, 1999 and July 31, 2000, and is duly organized and existing under the laws of the State of Alabama.

b. CSP-Delaware filed its articles of incorporation on June 28, 2007 with the Delaware Secretary of State and is duly organized and existing under the laws of the State of Delaware.

of which 10,000 shares are issued and outstanding and owned as set forth on Exhibit A.

4. Stock of CSP-Delaware. As of the date of this Plan of Merger, CSP-Delaware has authority to issue 20,000 shares of common stock, par value \$1.00 per share (the "CSP-Delaware Common Stock"), of which 1 share is issued and outstanding and owned as set forth on Exhibit B.

## ARTICLE II

### TERMS AND CONDITIONS OF THE MERGER

1. Merger. CSP-Alabama shall be merged with and into CSP-Delaware, and CSP-Delaware shall be the surviving corporation of the Merger (the "Surviving Corporation").

2. Effective Date. The Merger shall be effective on September 1, 2007 (the "Effective Date"), as stated in the Articles of Merger to be filed with the Alabama Secretary of State and the Articles of Merger to be filed with the Delaware Secretary of State.

3. Succession. On the Effective Date, CSP-Delaware shall succeed to CSP-Alabama in the manner of and as more fully set forth in Article 11 of the Official Code of Delaware. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of CSP-Alabama, its shareholders, Board of Directors and committees thereof, officers and agents which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of CSP-Delaware and shall be as effective and binding thereon as the same were with respect to CSP-Alabama.

4. Directors and Officers and Governing Documents. The directors and officers of CSP-Delaware shall be the same upon the Effective Date as they are immediately prior thereto. The By-Laws of CSP-Delaware, as in effect on the Effective Date, shall continue to be the By-Laws of CSP-Delaware as the Surviving Corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.



shall be executed and delivered on behalf of CSP-Alabama such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in CSP-Delaware the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of CSP-Alabama, and otherwise to carry out the purposes of this Plan of Merger, and the officers and directors of CSP-Delaware are fully authorized to take any and all such action and to execute and delivery any and all such deeds and other instruments.

### ARTICLE III

#### SHARES OF PARTIES TO THE MERGER

1. CSP-Alabama Common Stock. Forthwith upon the Effective Date, each of the 10,000 shares of CSP-Alabama Common Stock presently issued and outstanding shall be converted into shares of CSP-Delaware as set forth on Exhibit C.

2. Stock Certificates. On and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of CSP-Alabama Common Stock shall be deemed null and void and shall be cancelled.

3. CSP-Delaware Common Stock. Forthwith upon the Effective Date, the one share of CSP-Delaware Common Stock presently issued and outstanding shall be an canceled and retired as treasury stock and CSP Delaware shall have issued and outstanding shares as set forth on Exhibit C.

### ARTICLE IV

#### CERTIFICATE OF INCORPORATION OF CSP-DELAWARE TO SURVIVE THE MERGER

The Certificate of Incorporation of CSP-Delaware, as the Surviving Corporation as in effect on the Effective Date.

### ARTICLE V

#### APPROVAL OF THE PLAN OF MERGER

1. CSP-Alabama Board Approval. The Plan of Merger was duly approved by resolution of the Board of Directors of CSP-Alabama dated July 9, 2007.

2. CSP-Delaware Board Approval. The Plan of Merger was duly approved by resolution of the Board of Directors of CSP-Delaware dated July 9, 2007.

3. Shareholder Approval. All of the shareholders of CSP-Alabama and CSP-Delaware, respectively, duly approved the Plan of Merger by resolutions dated July 9, 2007.

IN WITNESS WHEREOF, the Plan of Merger, having first been duly approved by resolutions of the Boards of Directors of CSP-Alabama and CSP-Delaware and the Shareholders of CSP-Alabama and CSP-Delaware, is hereby executed as of the date set forth below on behalf of each of said two corporations by their respective officers thereunto duly authorized.

DATED: July 9, 2007

CSP Technologies, Inc.,  
an Alabama corporation

By: Robert S. Abrams  
Name: ROBERT S. ABRAMS  
As its: President

DATED: July 9, 2007

CSP Technologies, Inc.,  
a Delaware corporation

By: Robert S. Abrams  
Name: ROBERT S. ABRAMS  
As its: President

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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:

"CSP TECHNOLOGIES, INC.", AN ALABAMA CORPORATION,  
WITH AND INTO "CSP TECHNOLOGIES, INC." UNDER THE NAME OF  
"CSP TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TENTH DAY OF AUGUST, A.D. 2007, AT 11:49  
O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF  
SEPTEMBER, A.D. 2007.

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

4316742 8100M

070910339



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5920390

DATE: 08-13-07

TRADEMARK  
REEL: 003625 FRAME: 0045

STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is CSP Technologies, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is CSP Technologies, Inc., an Alabama corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is CSP Technologies, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporated of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware corporation is twenty thousand shares of common stock, one dollar (\$1.00) par value.

SIXTH: The merger is to become effective on September 1, 2007.

SEVENTH: The Agreement of Merger is on file at 1030 Riverfront Center, Amsterdam, New York 12010.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 1st day of August, 2007.

By: Robert S. Abrams  
Name: Robert S. Abrams  
Title: President