

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/28/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
A-Vox Systems, Inc.		09/27/2007	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	International Technidyne Corporation
Street Address:	8 Olsen Avenue
City:	Edison
State/Country:	NEW JERSEY
Postal Code:	08820
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	3035477	A-VOX SYSTEMS
Registration Number:	3035479	AVOXIMETER
Registration Number:	3100165	AV

CORRESPONDENCE DATA

Fax Number: (973)424-2001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 9734242064
 Email: sogoldsmith@duanemorris.com
 Correspondent Name: Susan Okin Goldsmith
 Address Line 1: 744 Broad Street
 Address Line 2: Suite 1200
 Address Line 4: Newark, NEW JERSEY 07102

ATTORNEY DOCKET NUMBER:	N0921-00131
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CH \$90.00 3035477

NAME OF SUBMITTER:	Susan Okin Goldsmith
Signature:	/Susan Goldsmith/
Date:	10/30/2007

Total Attachments: 8

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Delaware

PAGE 1

The First State

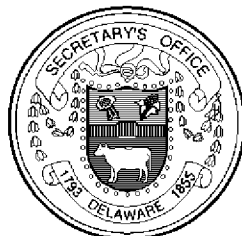
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"A-VOX SYSTEMS, INC.", A TEXAS CORPORATION,
WITH AND INTO "INTERNATIONAL TECHNIDYNE CORPORATION" UNDER THE NAME OF "INTERNATIONAL TECHNIDYNE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2007, AT 2:14 O'CLOCK P.M.

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

0699520 8100M

071060401



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6036839

DATE: 09-28-07

TRADEMARK
REEL: 003649 FRAME: 0935

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER
MERGING A-VOX SYSTEMS, INC. INTO
INTERNATIONAL TECHNIDYNE CORPORATION

SUBSIDIARY INTO PARENT
Section 253

Pursuant to § 253 of the Delaware General Corporation Law

Pursuant to § 253 of the Delaware General Corporation Law (the "DGCL"), International Technidyne Corporation, a Delaware corporation (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated and duly organized pursuant to the DGCL.

SECOND: That the Company owns all of the outstanding shares of each class of the capital stock of A-VOX Systems, Inc., a Texas corporation (the "Subsidiary").

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the members thereof pursuant to Section 141(f) of the DGCL on the 27th day of September, 2007, determined to, and effective as of 5:00 p.m. Eastern Daylight Time, September 28, 2007, does, merge Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

RESOLVED, that the Merger be, and it hereby is, authorized and approved in all respects; and further

RESOLVED, that the Company will merge Subsidiary into itself and, as the surviving corporation, the Company will assume all of Subsidiary's liabilities and obligations; and further

RESOLVED, that the proper officers of the Company, or any one of them, are hereby authorized and directed to take all such further action and to execute and deliver all such agreements, certificates, including a Certificate of Ownership and Merger in the form attached hereto as Annex A and Articles of Merger in the form attached hereto as Annex B, consents and other instruments in the name and on behalf of the Company, to pay all such expenses and to make all such filings as such officer deems necessary or appropriate, proper or advisable to effectuate the intent of the foregoing resolution; and further

RESOLVED, that the individuals who are the duly elected, qualified and acting officers of the Company immediately prior to the time at which the Merger is effective, shall continue to serve in their respective offices for the Company until their successors are duly elected and qualified or until their earlier resignation or removal.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by an authorized person on its behalf, this 27th day of September, 2007.

INTERNATIONAL TECHNIDYNE CORPORATION

By: 

Name: Lawrence Cohen

Title: President

HOUSTON2103064.3

TRADEMARK
REEL: 003649 FRAME: 0938



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

A-VOX SYSTEMS, INC.
Domestic For-Profit Corporation
[File Number: 51505800]

Into

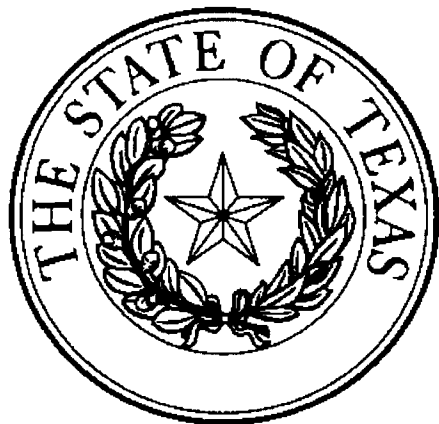
International Technidyne Corporation
Foreign For-Profit Corporation
Delaware, USA
[File Number: 800335006]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 09/27/2007

Effective: 09/28/2007 5:00 PM



A handwritten signature in black ink that reads "Phil Wilson".

Phil Wilson
Secretary of State

SEP 27 2007

Corporations Section

**ARTICLES OF MERGER
MERGING
A-VOX SYSTEMS, INC.
a Texas corporation
WITH AND INTO
INTERNATIONAL TECHNIDYNE CORPORATION
a Delaware corporation**

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act (the "TBCA"), International Technidyne Corporation hereby certifies as follows:

1. **FIRST:** The names and states of incorporation of the parent corporation and the subsidiary corporation of the merger (the "Merger") are as follows:

<u>Name</u>	<u>Type of Entity</u>	<u>State</u>
International Technidyne Corporation (the " <u>Company</u> ")	Corporation	Delaware
A-VOX Systems, Inc. (the " <u>Subsidiary</u> ")	Corporation	Texas

SECOND: The Subsidiary has 640 shares of common stock, \$0.01 par value ("Common Stock") outstanding. The Company owns 100% of the issued and outstanding shares of Common Stock of Subsidiary.

THIRD: The Company, by the following resolutions of its Board of Directors adopted on September 27, 2007, approved the Merger in accordance with the laws of the State of Delaware and the constituent documents of the Company:

RESOLVED, that the Merger be, and it hereby is, authorized and approved in all respects; and further

RESOLVED, that the Company will merge Subsidiary into itself and, as the surviving corporation, the Company will assume all of Subsidiary's liabilities and obligations; and further

RESOLVED, that the proper officers of the Company, or any one of them, are hereby authorized and directed to take all such further action and to execute and deliver all such agreements, certificates, including a Certificate of Ownership and Merger in the form attached hereto as Annex A and Articles of Merger in the form attached hereto as Annex B, consents and other instruments in the name and on behalf of the Company, to pay all such expenses and to make all such filings as such officer deems necessary or appropriate, proper or advisable to effectuate the intent of the foregoing resolution; and further

RESOLVED, that the individuals who are the duly elected, qualified and acting officers of the Company immediately prior to the time at which the Merger is effective, shall continue to serve in their respective offices for the Company until their successors are duly elected and qualified or until their earlier resignation or removal.

FOURTH: The Company will be responsible for payment of all fees and franchise taxes of Subsidiary and will be obligated to pay such fees and franchise taxes if the same are not timely paid.


FIFTH: The surviving corporation agrees that it may be served with process in the State of Texas in any proceeding for enforcement of any obligation of the surviving corporation or of the non-surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Article 5.16 of the TBCA, and irrevocably appoints the Secretary of State of Texas as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 20 Corporate Place South, Piscataway, New Jersey 08854.

SIXTH: The Merger shall be effective as of 5:00 p.m. Eastern Daylight Time on September 28, 2007.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused these Articles of Merger to be executed by an authorized person, to be effective as of the date set forth herein.

INTERNATIONAL TECHNIDYNE
CORPORATION

By: 
Name: Lawrence Cohen
Title: President

HOUSTON2103054.1