

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/26/2000

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
LuxN, Inc.		04/26/2000	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	LuxN, Inc.
Street Address:	570 Maude Court
City:	Sunnyvale
State/Country:	CALIFORNIA
Postal Code:	94086
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2579282	THE OPTICAL RENAISSANCE HAS BEGUN
Registration Number:	2742455	COLORSIM
Registration Number:	2579353	WAVSTATION
Registration Number:	2635866	LUXN
Registration Number:	2684026	

CORRESPONDENCE DATA

Fax Number: (770)951-0933
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 770-933-9500
 Email: julie.campbell@tkhr.com
 Correspondent Name: Scott A. Horstemeyer
 Address Line 1: 600 Galleria Parkway
 Address Line 2: Suite 1500
 Address Line 4: Atlanta, GEORGIA 30339

OP \$140.00 2579282

ATTORNEY DOCKET NUMBER:	52601-9070
NAME OF SUBMITTER:	Scott A. Horstemeyer
Signature:	/sah/
Date:	01/15/2008

Total Attachments: 10

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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 AGREEMENT OF MERGER, WHICH MERGES:

"LUXN, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "LUXN, INC." UNDER THE NAME OF "LUXN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF APRIL, A.D. 2000, AT 1 O'CLOCK P.M.

3201008 8100M

080042374



You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6309652

DATE: 01-14-08

TRADEMARK
REEL: 003696 FRAME: 0488

**AGREEMENT AND PLAN OF MERGER
OF LUXN, INC.,
A DELAWARE CORPORATION,
AND
LUXN, INC.,
A CALIFORNIA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of April 26, 2000 (the "Agreement") is between LuxN, Inc., a Delaware corporation ("LuxN Delaware"), and LuxN, Inc., a California corporation ("LuxN California"). LuxN Delaware and LuxN California are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. LuxN Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 47,012,150 shares, of which 31,000,000 shares are designated "Common Stock," and 16,012,150 shares are designated "Preferred Stock." Of the authorized shares of Preferred Stock, 1,660,000 shares are designated Series A Preferred Stock, 8,602,150 shares are designated Series B Preferred Stock and 5,750,000 shares are designated Series C Preferred Stock. As of the date hereof, 100 shares of Common Stock were issued and outstanding, all of which are held by LuxN California, and no shares of Preferred Stock were issued and outstanding.

B. LuxN California is a corporation duly organized and existing under the laws of the State of California and has an authorized capital of 47,012,150 shares, of which 30,000,000 are designated "Common Stock," and 16,012,150 shares are designated "Preferred Stock." Of the authorized shares of Preferred Stock, 1,660,000 shares are designated Series A Preferred Stock, 8,602,150 shares are designated Series B Preferred Stock and 5,750,000 shares are designated Series C Preferred Stock. As of the date hereof, 7,561,950 shares of Common Stock were issued and outstanding, 1,660,000 shares of Series A Preferred Stock, 8,602,150 shares of Series B Preferred Stock and 5,750,000 shares of Series C Preferred Stock were issued and outstanding.

C. The Board of Directors of LuxN California has determined that, for the purpose of effecting the reincorporation of LuxN California in the State of Delaware, it is advisable and in the best interests of LuxN California and its shareholders that LuxN California merge with and into LuxN Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors of LuxN Delaware and LuxN California have approved this Agreement.

E. The terms of this Agreement were approved by the vote of a number of shares of each class of stock of both LuxN Delaware and LuxN California which equaled or exceeded the vote required.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, LuxN Delaware and LuxN California agree, subject to the terms and conditions set forth below, as follows:

I

MERGER

1.1 *Merger.* In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the California General Corporation Law, LuxN California shall be merged with and into LuxN Delaware (the "Merger"), the separate existence of LuxN California shall cease and LuxN Delaware shall survive the Merger and shall continue to be governed by the laws of the State of Delaware, and LuxN Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be LuxN, Inc.

1.2 *Filing and Effectiveness.* The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the shareholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the California Corporations Code;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof; and

(c) An executed Certificate of Merger or an executed, acknowledged and certified counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 *Effect of the Merger.* Upon the Effective Date of the Merger, the separate existence of LuxN California shall cease and LuxN Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and LuxN California's Boards of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of LuxN California in the manner as more fully set forth in Section 259 of the Delaware

General Corporation Law, (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of LuxN California in the same manner as if LuxN Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the California General Corporation Law.

II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 *Certificate of Incorporation.* The Certificate of Incorporation of LuxN Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 *Bylaws.* The Bylaws of LuxN Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 *Directors and Officers.* The directors and officers of LuxN California immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their respective successors shall have been duly elected and qualified or until as otherwise provided by law, or the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

III

MANNER OF CONVERSION OF STOCK

3.1 *LuxN California Common Stock.* Upon the Effective Date of the Merger, each share of LuxN California Common Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be changed and converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$0.001 par value, of the Surviving Corporation.

3.2 *LuxN California Preferred Stock.* Upon the Effective Date of the Merger, each share of LuxN California Series A, Series B and Series C Preferred Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be changed and converted into and exchanged for one fully paid and nonassessable share of Series A, Series B and Series C Preferred Stock, \$0.001 par value, of the Surviving Corporation, as applicable.

3.3 *LuxN California Options, Warrants and Stock Purchase Rights.* Upon the Effective Date of the Merger, the Surviving Corporation shall assume and continue the 1998 Stock Option Plan and 1999 Equity Incentive Plan and all other employee benefit plans of LuxN California. Each outstanding and unexercised option, warrant or other right to purchase or security convertible into LuxN California capital stock shall become a like option, warrant or right to purchase or a security convertible into the Surviving Corporation's capital stock on the basis of one share of the Surviving Corporation's capital stock for each share of LuxN California capital stock issuable pursuant to any such option, warrant, stock purchase right or convertible security, on the same terms and conditions and at an exercise price per share equal to the exercise price applicable to any such LuxN California option, warrant, stock purchase right or convertible security at the Effective Date of the Merger.

A number of shares of the Surviving Corporation's Common Stock shall be reserved for issuance upon the exercise of options, warrant, stock purchase rights or convertible securities equal to the number of shares of LuxN California Common Stock so reserved immediately prior to the Effective Date of the Merger.

3.4 *LuxN Delaware Common Stock.* Upon the Effective Date of the Merger, each share of LuxN Delaware Common Stock, \$0.001 par value, issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by LuxN Delaware, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

3.5 *Exchange of Certificates.* After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of LuxN California Common Stock or LuxN California Preferred Stock may, at such stockholder's option, surrender the same for cancellation to Wilson Sonsini Goodrich & Rosati, as exchange agent (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock or Preferred Stock into which such holders' shares of LuxN California Common Stock or LuxN California Preferred Stock were converted as herein provided. Unless and until so surrendered, each outstanding certificate theretofore representing shares of LuxN California Common Stock or LuxN California Preferred Stock shall be deemed for all purposes to represent the number of whole shares of the Surviving Corporation's Common Stock or Preferred Stock into which such shares of LuxN California Common Stock or LuxN California Preferred Stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any shares of stock represented by such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock or Preferred Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock or Preferred Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of LuxN California so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of LuxN Delaware stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to LuxN Delaware or the Exchange Agent any transfer or other taxes payable by reason of the issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of LuxN Delaware that such tax has been paid or is not payable.

IV

GENERAL

4.1 *Covenants of LuxN Delaware.* LuxN Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:

- (a) Qualify to do business as a foreign corporation in the State of California and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Section 2105 of the California General Corporation Law;
- (b) File any and all documents with the California Franchise Tax Board necessary for the assumption by LuxN Delaware of all of the franchise tax liabilities of LuxN California; and
- (c) Take such other actions as may be required by the California General Corporation Law.

4.2 *Further Assurances.* From time to time, as and when required by LuxN Delaware or by its successors or assigns, there shall be executed and delivered on behalf of LuxN California such deeds and other instruments, and there shall be taken or caused to be taken by LuxN Delaware and LuxN California such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by LuxN Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of LuxN California and otherwise to carry out the purposes of this Agreement, and the officers and directors of LuxN Delaware are fully authorized in the name and on behalf of LuxN California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 *Abandonment.* At any time before the filing of this Agreement with the Secretary of State of the State of Delaware, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either LuxN California or LuxN Delaware, or both, notwithstanding the approval of this Agreement by the shareholders of LuxN California or by the sole stockholder of LuxN Delaware, or by both.

4.4 *Amendment.* The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretaries of State of the States of California and Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the shareholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class of shares or series thereof of such Constituent Corporation, or (4) alter or change any principal term of the Merger.

4.5 *Registered Office.* The registered office of the Surviving Corporation in the State of Delaware is located at 1013 Centre Road, city of Wilmington, County of New Castle, Delaware 19805, and Corporation Service Company is the registered agent of the Surviving Corporation at such address.


4.6 *Agreement.* Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 570 Maude Court, Sunnyvale, California 94086 and copies thereof will be furnished to any shareholder of either Constituent Corporation, upon request and without cost.

4.7 *Governing Law.* This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the California General Corporation Law.


4.8 *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 and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement, having first been approved by resolutions of the Boards of Directors of LuxN Delaware and LuxN California, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

LUXN, INC.
a Delaware corporation

By: 
Thomas Alexander, President and
Chief Executive Officer

LUXN, INC.
a California corporation

By: 
Thomas Alexander, President and
Chief Executive Officer

LUXN, INC.
(California Corporation)
OFFICERS' CERTIFICATE

Thomas ~~A~~Alexander and John V. Roos certify that:

1. They are the President and the Secretary, respectively, of LuxN, Inc., a corporation organized under the laws of the State of California.

2. The corporation has authorized two classes of stock, designated "Common Stock" and "Preferred Stock" has an authorized capital of 47,012,150 shares of which 31,000,000 shares are designated "Common Stock," and 16,012,150 shares are designated "Preferred Stock." Of the authorized shares of Preferred Stock, 1,660,000 shares are designated Series A Preferred Stock, 8,602,150 shares are designated Series B Preferred Stock and 5,750,000 shares are designated Series C Preferred Stock.

3. There were 7,561,950 shares of Common Stock, 1,660,000 shares of Series A Preferred Stock, 8,602,150 shares of Series B Preferred Stock and 5,750,000 shares of Series C Preferred Stock outstanding as of the date (the "Record Date") of Action by Written Consent of Shareholders pursuant to which the Agreement and Plan of Merger attached hereto (the "Merger Agreement") was approved. All shares of capital stock outstanding were entitled to vote on the merger.

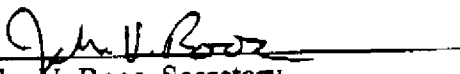
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares of each class of stock which equaled or exceeded the vote required.

5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of Common Stock and holders of Preferred Stock outstanding as of the Record Date, voting separately.

6. Thomas A. Alexander and John V. Roos further declare under penalty of perjury under the laws of the State of California that each has read the foregoing certificate and knows the contents thereof and that the same is true of their own knowledge.

Executed in Sunnyvale, California on April 20, 2000.


Thomas ~~A~~Alexander, President


John V. Roos, Secretary

LUXN, INC.
(Surviving Corporation)

OFFICERS' CERTIFICATE

Thomas A. Alexander and John V. Roos certify that:

1. They are the President and the Secretary, respectively, of LuxN, Inc., a corporation organized under the laws of the State of Delaware.

2. The corporation has authorized two classes of stock, designated "Common Stock" and "Preferred Stock" has an authorized capital of 47,012,150 shares, \$0.0001 par value, of which 30,000,000 shares are designated "Common Stock," and 16,012,150 shares are designated "Preferred Stock." Of the authorized shares of Preferred Stock, 1,660,000 shares are designated Series A Preferred Stock, 8,602,150 shares are designated Series B Preferred Stock and 5,750,000 shares are designated Series C Preferred Stock.

3. There were 100 shares of Common Stock and no shares of Preferred Stock outstanding as of the date (the "Record Date") of Action by Written Consent of Stockholders pursuant to which the Agreement and Plan of Merger attached hereto (the "Merger Agreement") was approved. All shares of capital stock outstanding were entitled to vote on the merger.

4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares of each class of stock which equaled or exceeded the vote required.

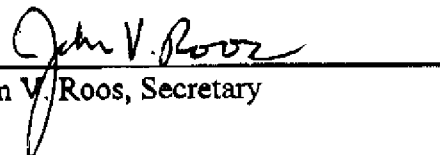
5. The percentage vote required was a majority of the outstanding shares.

6. Thomas A. Alexander and John V. Roos further declare under penalty of perjury under the laws of the State of California that each has read the foregoing certificate and knows the contents thereof and that the same is true of their own knowledge.

Executed in Sunnyvale, California on April 20, 2000.



Thomas Alexander, President



John V. Roos, Secretary