

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Leica Geosystems Geospatial Imaging, LLC		04/03/2008	LIMITED LIABILITY COMPANY: GEORGIA
RECEIVING PARTY DATA			
Name:	Erdas, Inc.		
Street Address:	5051 Peachtree Corners Circle		
Internal Address:	Suite 100		
City:	Norcross		
State/Country:	GEORGIA		
Postal Code:	30092		
Entity Type:	CORPORATION: GEORGIA		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Registration Number:	2261358	IMAGIZER	
Registration Number:	2259754	VIEWFINDER	
Registration Number:	1767947	ERDAS IMAGINE	
Registration Number:	2421928	STEREO ANALYST	
Registration Number:	1158576	ERDAS	
Registration Number:	2270963	IMAGINE ESSENTIALS	
Registration Number:	2279691	IMAGINE PROFESSIONAL	
Registration Number:	2665923	IMAGINE VIRTUALGIS	
Registration Number:	2247442	MAPCOMPOSER	
Registration Number:	3241508	POWERING GEOSPATIAL IMAGING	
Registration Number:	1924494	THE MAP OF THE FUTURE IS AN INTELLIGENTIMAGE	
Registration Number:	2269418	IMAGINE ADVANTAGE	

CH \$315.00 2261358

CORRESPONDENCE DATA

Fax Number: (404)572-6999
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 404-572-6600
Email: trademarks@pogolaw.com
Correspondent Name: Damon Whitaker
Address Line 1: 1201 West Peachtree Street, NW
Address Line 2: 14th Floor
Address Line 4: Atlanta, GEORGIA 30309-3488

ATTORNEY DOCKET NUMBER:	C118646.0238859
NAME OF SUBMITTER:	Damon Whitaker
Signature:	/Damon Whitaker/
Date:	05/19/2009

Total Attachments: 5

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STATE OF GEORGIA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that a certificate of conversion has been filed on **04/03/2008** converting

LEICA GEOSYSTEMS GEOSPATIAL IMAGING, LLC
a **Domestic Limited Liability Company**

to

ERDAS INC.
a **Domestic Profit Corporation**

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid. Conversion of the above-named entity is effective upon issuance of this certificate.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on April 3, 2008



A handwritten signature in cursive script that reads "Karen C Handel".

Karen C Handel
Secretary of State

**CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION**


(Pursuant to O.G.C.A. § 14-2-1109.2)

Leica Geosystems Geospatial Imaging, LLC (hereinafter called the "Limited Liability Company"), organized and existing under and by virtue of the Georgia Limited Liability Company Act, does hereby certify:

1. The Limited Liability Company is formed under the laws of the state of Georgia.
2. The name of the Limited Liability Company immediately prior to this conversion is Leica Geosystems Geospatial Imaging, LLC.
3. The Limited Liability Company hereby elects to become a corporation.
4. The election to convert from limited liability company to corporation has been approved in accordance with subsection (a) of Section 14-2-1109.2 of the Georgia Business Corporation Code (the "Code").
5. Filed with this Certificate of Conversion are Articles of Incorporation in the form required by Section 14-2-202 of the Code, setting forth a name for the corporation that satisfies the requirements of Section 14-2-201 of the Code, namely, ERDAS Inc. Such Articles shall be the Articles of Incorporation of the corporation formed pursuant to this election until modified in accordance with the Code.
6. The membership interests in the Limited Liability Company shall be converted into shares of common stock in the corporation at the rate of 100 shares of common stock for each one percent (1%) Limited Liability company membership interest.
7. The effective date and time of the conversion shall be 5:00 p.m. on the date this Certificate is accepted for filing by the Secretary of State of Georgia.

IN WITNESS WHEREOF, this Certificate of Conversion has been executed on this 3rd day of April, 2008.

By: _____


Robert D. Morris, President

SECRETARY OF STATE
CORPORATIONS DIVISION

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State of Georgia
Expedite Conversion 3 Page(s)



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TRADEMARK
REEL: 003989 FRAME: 0904

**ARTICLES OF INCORPORATION
OF
ERDAS INC.**

1. **Name.** The name of the Corporation is ERDAS Inc.
2. **Authorized Capital.** The Corporation shall have authority to issue 100,000 shares of common stock, \$0.01 par value.
3. **Registered Agent and Registered Office.** The name and address of the initial Registered Agent and the Registered Office of the Corporation are:

<u>Name</u>	<u>Address (including county)</u>
CT Corporation System	1201 Peachtree Street, NE Atlanta, Fulton County, GA 30361

4. **Incorporator.** The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Robert D. Morris	5051 Peachtree Corners Circle, Suite 100 Norcross, GA 30092-2500

5. **Principal Office.** The mailing address of the initial principal office of the Corporation is:

5051 Peachtree Corners Circle, Suite 100
Norcross, GA 30092-2500

6. **Initial Board of Directors.** The initial Board of Directors shall consist of six (6) members who shall be:

Robert D. Morris	Ola Rollén
John H. Tilelli	Bradley C. Skelton
Phyllis Kaminsky	William Gruber

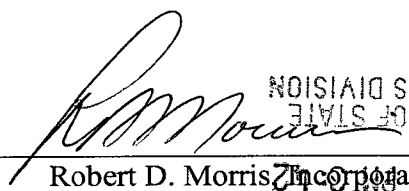
7. **Personal Liability of Board of Directors.** The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the Georgia Business Corporation Code, as the same may be amended and supplemented (the "Code").

8. **Shareholders' Actions by Written Consent.** Any action required or permitted by the provisions of the Code to be taken at a shareholders' meeting may be taken

without a meeting in accordance with of Section 14-2-704 of the Code if the action is taken by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted. Notice of such action without a meeting by less than unanimous written consent shall be given within ten (10) days of the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent.

9. **Indemnification of Officers and Directors.** To the fullest extent permitted by the provisions of the Code, including without limitation the fullest extent permitted by Sections 14-2-856 and 14-2-857 thereof, as any of those provisions may be amended and supplemented (but in the case of any such amendment, only to the extent that the amendment permits broader indemnification rights than the Code permitted prior to the amendment), the Corporation shall, and is hereby authorized and obligates itself to, indemnify its directors and officers from all liabilities they incur with respect to any proceeding, regardless of whether they shall have been successful, wholly or otherwise, in the defense thereof, and advance funds to pay for or to reimburse expenses they incur in the defense of the proceeding. The Corporation shall also pay or reimburse the expenses incurred by its directors and officers in connection with or in preparation for their appearance as witnesses in a proceeding at a time when they are not parties. The Corporation shall in addition pay all reasonable fees and expenses they incur in enforcing their rights to indemnification or advancement, payment or reimbursement of expenses by the Corporation, whether under this Article or otherwise. Any indemnification or advancement, payment or reimbursement of expenses effected under this provision shall not be deemed exclusive of rights that directors and officers may have under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while serving as directors or officers, shall continue as to persons who have ceased to be directors or officers, and shall inure to the benefit of their heirs, executors, and administrators. All the terms used in this Article shall be read to include the meanings provided in Section 14-2-850 of the Code.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 3rd day of April, 2008, to be effective upon filing with the Secretary of State of Georgia.


Robert D. Morris, Incorporator

SECRETARY OF STATE
CORPORATIONS DIVISION

APR 2 2008



KAREN HANDEL
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 858-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: dhunter@pogolaw.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

ERDAS Inc.

Corporate Name (List exactly as it appears in articles)

2.

Donna J. Hunter, Paralegal, Powell Goldstein LLP

(404) 572-6687

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

1201 W. Peachtree Street, 14th Floor

Address

Atlanta

GA

30309

City

State

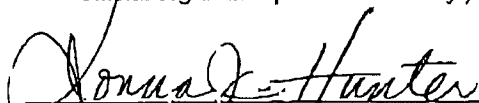
Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)


Authorized signature of person filing documents

April 3, 2008
Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>