

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Activeye, Inc.		12/31/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Honeywell International Inc.
Street Address:	101 Columbia Road
City:	Morristown
State/Country:	NEW JERSEY
Postal Code:	07962
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2991691	ACTIVE ALERT
Registration Number:	2964977	SMART IMPRESSIONS
Registration Number:	2869381	ACTIVEYE
Registration Number:	2994267	ACTIVEYE FORENSICS

CORRESPONDENCE DATA

Fax Number: (973)455-5904
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (973) 455-5686
 Email: trademarks@honeywell.com
 Correspondent Name: Honeywell International Inc.
 Address Line 1: 101 Columbia Road
 Address Line 4: Morristown, NEW JERSEY 07962

ATTORNEY DOCKET NUMBER: 0555

CH \$115.00 2991691

900140233

**TRADEMARK
 REEL: 004038 FRAME: 0017**

NAME OF SUBMITTER:	Susan Giniger
Signature:	/susan.giniger/
Date:	08/05/2009
Total Attachments: 3 source=Activeye Merger to HII#page1.tif source=Activeye Merger to HII#page2.tif source=Activeye Merger to HII#page3.tif	

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 OWNERSHIP, WHICH MERGES:

"ACTIVEYE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "HONEYWELL INTERNATIONAL INC." UNDER THE NAME OF "HONEYWELL INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2008, AT 5:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008.

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

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081226555

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7051360

DATE: 12-29-08

TRADEMARK
REEL: 004038 FRAME: 0019

CERTIFICATE OF OWNERSHIP AND MERGER

Merging

**ActivEye, Inc.
a Delaware Corporation**

into

**Honeywell International Inc.
a Delaware corporation**

Honeywell International Inc., a corporation organized under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: The Corporation was incorporated on May 13, 1985.

SECOND: The Corporation owns all of the outstanding capital stock of ActivEye, Inc. a corporation organized under the laws of the State of Delaware on September 16, 2002 ("ActivEye").

THIRD: By this Certificate of Ownership and Merger, ActivEye shall be merged with and into the Corporation. The surviving business entity shall be the Corporation.

FOURTH: The Certificate of Incorporation of the Corporation shall be its certificate of incorporation.

FIFTH: The following resolutions were duly adopted by the Board of Directors of the Corporation on December 23, 2008, and constitute a Plan of Merger.

RESOLVED: That the Corporation merge ActivEye into itself.

RESOLVED: That this Consent shall constitute a Plan of Merger.

RESOLVED: That the merger shall constitute a tax-free liquidation for federal income tax purposes pursuant to Section 332 of the Internal Revenue Code and this Consent shall constitute a plan of liquidation.

RESOLVED: That prior to the effective time of the merger, ActivEye may distribute assets to the Corporation and such distribution shall be considered part of and pursuant to this plan of liquidation.

RESOLVED: That at the effective time of the merger, pursuant to Delaware law, the Corporation shall succeed to all the assets and assume all the liabilities and obligations of ActivEye.

RESOLVED: That the merger of ActivEye into the Corporation shall be effective December 31, 2008.

RESOLVED: That in connection with the merger of ActivEye into the Corporation, the proper officers of the Corporation are authorized to make, execute and file with the Secretary of State of Delaware a certificate of ownership and merger in conformity with Delaware law, which certificate is hereby approved, and to do all other acts and things whatsoever which may be necessary or proper to effect the merger.

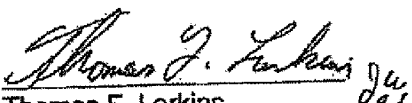
RESOLVED: That the proper officers of the Corporation or their designees are authorized and directed to take such further actions and to execute and deliver such other instruments and documents, in the name and on behalf of the Corporation and under its corporate seal or otherwise, as any of them shall deem necessary or advisable to carry out the intent and accomplish the purpose of the foregoing resolutions.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that this Certificate filed with the Secretary of State becomes effective.

SEVENTH: This certificate shall become effective December 31, 2008.

Executed on December 23, 2008

HONEYWELL INTERNATIONAL INC.

By: 
Thomas F. Larkins
Vice President, Corporate Secretary,
And Deputy General Counsel

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RECORDED: 08/05/2009

TRADEMARK
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