

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/01/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Sonatech, Inc.		08/26/2009
			INC. ASSOCIATION:
RECEIVING PARTY DATA			
Name:	Channel Technologies Group, Inc.		
Street Address:	879 Ward Drive		
City:	Santa Barbara		
State/Country:	CALIFORNIA		
Postal Code:	93111		
Entity Type:	INC. ASSOCIATION: UNITED STATES		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	1084584	SONATECH
CORRESPONDENCE DATA			
Fax Number:	(202)955-5564		
Phone:	202-828-1848		
Email:	john.moran@hklaw.com		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Correspondent Name:	John P. Moran		
Address Line 1:	2099 Pennsylvania Avenue, Suite 100		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20006		
ATTORNEY DOCKET NUMBER:	128361.00001		
NAME OF SUBMITTER:	John P. Moran		
Signature:	/John P Moran/		

OP \$40.00 1084584

Date:

12/29/2011

Total Attachments: 8

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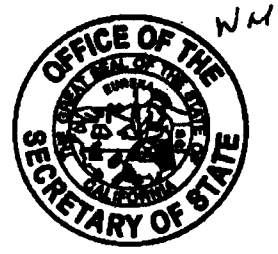
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State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 01 2009

Debra Bowen

DEBRA BOWEN
Secretary of State

ENDORSED - FILED
 In the office of the Secretary of State
 of the State of California

SEP 01 2009

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (the "Agreement") is made and entered into as of August 26, 2009, between **CHANNEL INDUSTRIES, INC.**, a California corporation ("CII"), **INTERNATIONAL TRANSDUCER CORP.**, a California corporation ("ITC"), and **SONATECH, INC.**, a California corporation ("Sonatech") with reference to the following facts:

RECITALS

A. CII is a corporation duly organized and existing under the laws of the State of California:

B. ITC is a corporation duly organized and existing under the laws of the State of California:

C. Sonatech is a corporation duly organized and existing under the laws of the State of California:

D. Channel Technologies, Inc., a California corporation ("Channel") owns 100% of the issued and outstanding stock of CII, ITC and Sonatech, respectively; and

E. The Board of Directors of CII, ITC and Sonatech, respectively deem it advisable to merge CII and ITC with and into Sonatech, so that Sonatech is the survivor, on the terms provided herein ("Merger").

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereto hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

1. **Merger.** In accordance with the provisions of this Agreement and the California General Corporation Law, CII and ITC shall be merged with and into Sonatech, the separate existence of CII and ITC shall cease, and Sonatech shall be, and is herein sometimes referred to as, the "Surviving Corporation."

2. **Effective Date.** The effective date of the Merger is the date on which a copy of this Agreement of Merger is filed with the California Secretary of State.

3. **CII Shares.** Upon Merger, each share of CII Common Stock issued and outstanding immediately prior to the Merger is cancelled and no shares of Sonatech or other securities or consideration shall be issued in exchange therefore.

4. **ITC Shares.** Upon Merger, each share of ITC Common Stock issued and outstanding immediately prior to the Merger is cancelled and no shares of Sonatech or other securities or consideration shall be issued in exchange therefore.

5. Sonatech Shares. Upon Merger, each share of Common Stock of Sonatech issued and outstanding immediately prior thereto shall remain issued and outstanding and is not affected by the merger.

6. Amendment of Articles. Upon Merger, Article FIRST of the Articles of Incorporation of Sonatech is hereby amended to read as follows:

"FIRST: The name of this corporation is CHANNEL TECHNOLOGIES GROUP, INC."

7. Articles of Incorporation/Bylaws. Except as set forth above, the Articles of Incorporation of Sonatech as in effect immediately prior to the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

8. Bylaws. The Bylaws of Sonatech as in effect immediately prior to 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.

9. Directors and Officers. The directors and officers of Sonatech holding office immediately prior to the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, or by the Articles of Incorporation or the Bylaws of the Surviving Corporation.

10. Effect of the Merger. Upon Merger, the separate existence of CII and ITC, respectively, shall cease and Sonatech shall succeed without other transfer, to all the rights and property of CII and ITC, and shall be subject to all the debts and liabilities thereof in the same manner as if Sonatech had itself incurred them. All rights of creditors and all liens upon the property of each corporation shall be preserved unimpaired, provided that such liens upon property of CII and/or ITC shall be limited to the property affected thereby immediately prior to the time the merger is effective.

11. Plan of Reorganization. This Agreement is intended as a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended.

12. Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of CII, ITC, Sonatech or any of them, notwithstanding the approval of this Agreement by Channel.

13. Amendment. The Boards of Directors of the constituent corporations may amend this Agreement at any time prior to the filing of this Agreement with the Secretary of State of the State of California.

14. 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 California.

15. 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.

(Signature Page Follows)

IN WITNESS WHEREOF, the parties hereto have executed this Agreement.

CHANNEL INDUSTRIES, INC.,
a California corporation

By: *April Claybrook*
April Claybrook, Chief Executive Officer
and Secretary

INTERNATIONAL TRANSDUCER CORP.,
a California corporation

By: *Kevin Ruelas*
Kevin Ruelas, President

By: *April Claybrook*
April Claybrook, Secretary

SONATECH, INC.,
a California corporation

By: *Kevin Ruelas*
Kevin Ruelas, President

By: *April Claybrook*
April Claybrook, Secretary

CERTIFICATE OF APPROVAL

OF

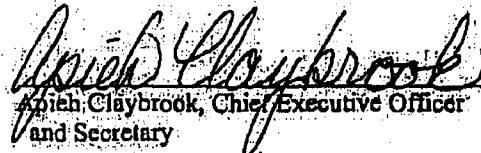
AGREEMENT AND PLAN OF MERGER

APIEH CLAYBROOK certifies that:

1. She is the Chief Executive Officer and Secretary of CHANNEL INDUSTRIES, INC., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached, was duly approved by the Board of Directors and by the vote of the shareholders of the Corporation equaling or exceeding the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 90,000.

The undersigned further declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of her own knowledge.

Date: August 26, 2009


Apiieh Claybrook, Chief Executive Officer
and Secretary


CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER

KEVIN RUELAS and APIEH CLAYBROOK certify that:

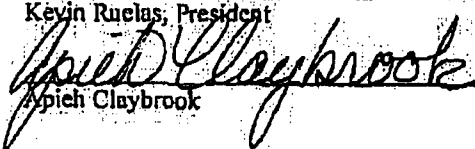
1. They are the President and Secretary, respectively, of INTERNATIONAL TRANSDUCER CORP., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the Board of Directors and by the vote of the shareholders of the Corporation equaling or exceeding the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 360,800.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of their own knowledge.

Date: August 26, 2009



Kevin Ruelas, President



Apiieh Claybrook

CERTIFICATE OF APPROVAL

OF

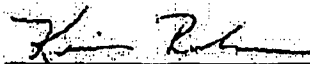
AGREEMENT AND PLAN OF MERGER

KEVIN RUELAS and APIEH CLAYBROOK certify that:

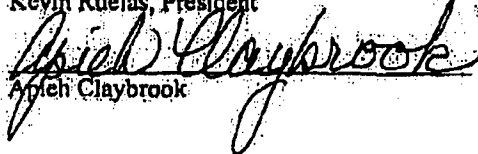
1. They are the President and Secretary, respectively, of SONATECH, INC., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the Board of Directors and by the vote of the shareholders of the Corporation equalling or exceeding the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 82,000.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of their own knowledge.

Date: August 26, 2009



Kevin Ruelas, President



Apiel Claybrook

