

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/23/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AT KidSystems Inc.		03/23/2012	CORPORATION: MARYLAND

RECEIVING PARTY DATA

Name:	AnthroTronix, Inc.
Street Address:	8737 Colesville Road
Internal Address:	Suite L-203
City:	Silver Spring
State/Country:	MARYLAND
Postal Code:	20910
Entity Type:	CORPORATION: MARYLAND

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	77539499	COSMOBOT
Registration Number:	3370308	MISSION CONTROL
Registration Number:	3331034	AT KIDSYSTEMS
Registration Number:	3437744	AFFX
Registration Number:	3706973	COSMO'S PLAY AND LEARN
Registration Number:	3801173	COSMO'S LEARNING SYSTEMS
Registration Number:	3231127	PLAYGROUND DISCOVERY
Registration Number:	3465509	C

CORRESPONDENCE DATA

Fax Number: 3019487774
 Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

OP \$215.00 77539499

Phone: 301-948-7775
Email: mark@legalplanner.com
Correspondent Name: Lieberman & Brandsdorfer, LLC
Address Line 1: 802 Still Creek Lane
Address Line 4: Gaithersburg, MARYLAND 20878

ATTORNEY DOCKET NUMBER:	1134-303 THROUGH 1134-310
NAME OF SUBMITTER:	Mark M. Brandsdorfer, Esq.
Signature:	/markmbrandsdorfer/
Date:	04/26/2012

Total Attachments: 6

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Articles of Merger

of

MAR 23 2012

AnthroTronix, Inc.

(a Maryland corporation)

and of

AT KidSystems Inc.

(a Maryland corporation)

AnthroTronix, Inc., a Maryland corporation ("Surviving Corporation"), and AT KidSystems Inc., a Maryland corporation ("Merging Corporation"), do hereby certify to the State Department of Assessments and Taxation of Maryland (the "Department") as follows:

FIRST: Merging Corporation and Surviving Corporation agree that Merging Corporation shall be merged with and into Surviving Corporation, which shall continue under the name of AnthroTronix, Inc., a Maryland corporation (the "Merger").

SECOND: Surviving Corporation was incorporated under the laws of the State of Maryland. Merging Corporation was incorporated under the laws of the State of Maryland.

THIRD: The principal office of Surviving Corporation in the State of Maryland is located in Montgomery County. The principal office of the Merging Corporation in the State of Maryland is located in Montgomery County.

FOURTH: Merging Corporation owns no interest in land in the State of Maryland.

FIFTH: The Merger has been duly advised, authorized and approved by Surviving Corporation in the manner and by the vote required by the Maryland General Corporation Law, and the Charter and Bylaws of Surviving Corporation as follows:

(a) At a special meeting duly called and held, the Board of Directors of Surviving Corporation adopted a resolution declaring the Merger advisable and in the best interests of the Corporation and its stockholders and directing the Merger be submitted for consideration by the stockholders of Surviving Corporation entitled to vote thereon.

(b) At a special meeting duly called and held, the Merger was approved by the stockholders of Surviving Corporation by the affirmative vote of not less than two-thirds of all votes entitled to be cast on the matter.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 3-23-12

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:

BY: Kimberly V. Johnson, Custodian

This stamp replaces our previous certification system. Effective: 6/95

TRADEMARK

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SIXTH: The Merger has been duly advised, authorized and approved by Merging Corporation in the manner and by the vote required by Maryland General Corporation Law, and the Charter and Bylaws of Merging Corporation as follows:

(a) At a special meeting duly called and held, the Board of Directors of Merging Corporation adopted a resolution declaring the Merger advisable and in the best interests of the Corporation and its stockholders and directing the Merger be submitted for consideration by the stockholders of Merging Corporation entitled to vote thereon.

(b) At a special meeting duly called and held, the Merger was approved by the stockholders of Merging Corporation by the affirmative vote of not less than two-thirds of all votes entitled to be cast on the matter.

SEVENTH: Upon the Effective Time (as defined herein), the Charter of Surviving Corporation as amended will continue unaltered as the charter of Surviving Corporation until subsequently amended, modified or supplemented (the "Surviving Corporation Charter").

EIGHTH: The total number of shares of all classes of stock which Surviving Corporation has the authority to issue immediately before the Merger is Ten Million (10,000,000) shares consisting of Ten Million (10,000,000) shares of common stock, par value \$0.01 per share ("Surviving Corporation Common Stock"). The aggregate par value of all of Surviving Corporation's authorized capital stock is One Hundred Thousand Dollars (\$100,000).

Upon the Effective Time, the total number of shares of all classes of stock which Surviving Corporation will have the authority to issue pursuant to the Surviving Corporation Charter is Ten Million (10,000,000) shares consisting of Ten Million (10,000,000) shares of Surviving Corporation Common Stock. The aggregate par value of all of Surviving Corporation's authorized capital stock will be One Hundred Thousand Dollars (\$100,000).

NINTH: The total number of shares of all classes of stock which Merging Corporation has the authority to issue immediately before the Merger is Two Million (2,000,000) shares consisting of Two Million (2,000,000) shares of common stock, par value \$0.00001 per share ("Merging Corporation Common Stock"). The aggregate par value of all of Merging Corporation's authorized capital stock is Twenty Dollars (\$20).

TENTH: At the Effective Time (as defined below), Surviving Corporation shall be merged with Merging Corporation, with Surviving Corporation as the surviving entity and, thereupon, Merging Corporation shall cease to exist, Surviving Corporation shall possess any and all purposes and powers of Merging Corporation and all leases, licenses, property, rights, privileges and powers of whatever nature and description of Merging Corporation shall be transferred to, vested in and devolved upon Surviving Corporation without further act or deed, subject to all the debts and obligations of Merging Corporation. Except as otherwise provided in these Articles of Merger, consummation of the Merger at the Effective Time shall have the effects set forth in Section 3-114 of the Maryland General Corporation Law.

ELEVENTH: The manner and basis of converting or exchanging the issued shares of stock of Surviving and the manner and basis of converting or exchanging the issued shares of stock of Merging Corporation at the Effective Time shall be as follows:

(a) Each share Surviving Corporation Common Stock issued and outstanding immediately prior to the Effective Time shall not be converted or otherwise affected by the Merger, and each such share shall represent one validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation.

(b) All issued and outstanding shares of common stock of Merging Corporation Common Stock owned by Surviving Corporation immediately prior to the Effective Time shall be cancelled and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(c) Each share of Merging Corporation Common Stock issued and outstanding immediately prior to the Effective Time (excluding shares to be cancelled in accordance with subparagraph (b) above and, except as provided in Article III, subsection (d), the Appraisal Shares) shall be converted into the right to receive 0.0424 (the "Exchange Ratio") fully-paid and non-assessable shares of Surviving Corporation Common Stock (the "Merger Consideration"). At the Effective Time, all such shares of Merging Corporation Common Stock shall no longer be outstanding and shall automatically be cancelled and shall cease to exist, and each holder of a certificate that immediately prior to the Effective Time represented any such shares of Merging Corporation Common Stock (each, a "Certificate") shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration. The Exchange Ratio shall be adjusted to reflect fully the effect of any share split, reverse split, share dividend (including any dividend or distribution of securities convertible into Surviving Corporation Common Stock), reorganization, recapitalization or other like change with respect to Surviving Corporation Common Stock after the date hereof and before the Effective Date.

The terms of each outstanding option to purchase shares of Merging Corporation Common Stock under the Merging Corporation 2005 Equity Incentive Plan (a "Company Stock Option"), whether or not exercisable or vested, shall be adjusted as necessary, and if necessary, to provide that, at the Effective Time, each Company Stock Option outstanding immediately prior to the Effective Time shall be converted into an option (each, an "Adjusted Option") to acquire, on the same terms and conditions as were applicable under such Company Stock Option immediately prior to the Effective Time, the number of shares of Surviving Corporation Common Stock equal to the product of (i) the number of shares of Merging Corporation Common Stock subject to such Company Stock Option immediately prior to the Effective Time multiplied by (ii) the Exchange Ratio, rounded down to the nearest whole share. The exercise price per share of Surviving Corporation Common Stock subject to any such Adjusted Option shall be an amount (rounded up to the nearest whole cent) equal to the quotient of (A) the exercise price per share of Merging Corporation Common Stock subject to such Company Stock Option immediately prior to the Effective Time divided by (B) the Exchange Ratio, with any fractional cents rounded up to the nearest whole cent. In addition, all adjustments to the Company Stock Options shall be made in compliance with Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"); provided, further, that in the case of any Company

Stock Option to which Section 422 of the Code applies, the exercise price per share, the number of shares subject to such Company Stock Option and the terms and conditions of exercise of such Company Stock Option shall be determined in accordance with the foregoing, subject to such adjustments as are necessary in order to satisfy the requirements of Section 424(a) of the Code.

TWELFTH: The Merger shall become effective at the (the "Effective Time") upon the filing and acceptance for record of these Articles of Merger with the Department.


THIRTEENTH: The undersigned Executive Vice President of Surviving Corporation acknowledges these Articles of Merger to be the corporate act of Surviving Corporation and further, as to all matters or facts required to be verified under oath, such undersigned officer acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

FOURTEENTH: The undersigned Chair of the Board of Directors and Chief Executive Officer of Merging Corporation acknowledges these Articles of Merger to be the corporate act of Merging Corporation and further, as to all matters or facts required to be verified under oath, such undersigned officer acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

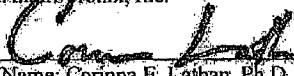
SIGNATURE PAGE TO FOLLOW

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto this 23rd day of March, 2012.


WITNESS:


Name: Carl Pompei
Title: Chief Financial Officer

Anthrotronix, Inc.


Name: Corinna E. Lathan, Ph.D., P.E.
Title: Board Chair and CEO

WITNESS:


Name: Corinna E. Lathan
Title: Treasurer

At KidSystems Inc.


Name: Carl Pompei
Title: Executive Vice President

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