

Doc # 1 of 3 D

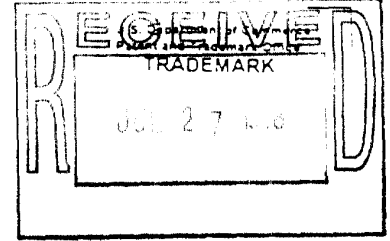
FORM PTO-1618A
E-10/88 06/30/89
OMB 0651-0027

08-12-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



7-27-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other German stock transformation with change of name

Conveying Party

Mark if additional names of conveying parties attached

Name FAST Electronic GmbH Execution Date
Month Day Year 07 04 95

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization German corporation

Receiving Party

Mark if additional names of receiving parties attached

Name FAST Software Security Aktiengesellschaft

DBA/AKA/TA _____

Composed of _____

Address (line 1) Kaiser-Ludwig Platz 6

Address (line 2) 80336 Munchen GERMANY

Address (line 3) _____

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization German corporation

08/10/1998 TTKM11 00000083 130206 1704117
01 FC:481 40.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1766 FRAME: 0851

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,704,117"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Christine D. Galbraith

Name of Person Signing

Christine D. Galbraith 7/27/98

Signature

Date Signed

EXPRESS MAIL Mailing Label Number EL059167805AS

Date of Deposit 7-27-98

I hereby certify that this paper or fee is being deposited with the United States Postal Service Express Mail Post Office in Addressee service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2500 Crystal Drive, Arlington, VA 22202-4313.

TRADEMARK
766 FRAME: 0852

Paula Krasny

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Official Copy

Doc. No. L 1300/1995
May 8, 1995

GENERAL SHAREHOLDERS' MEETING

Today, the 8th of May
Nineteen hundred and ninety-five

- May 8, 1995 -

appearing before me

Mr. Peter Lichtenberger,

Notary Public in Munich, in my offices at Marienplatz 25/III, 80331 Munich,
are

- 1) Mr. Jörg Adelstein, commercial businessman, born Feb. 11, 1965,
residing at Kapuzinerstr. 20, 80337 Munich,
of known identity
- 2) Mr. Michael Berneis, Master of Physics, born May 1, 1957,
residing at 1568 2nd Avenue, Apt. No. 4F, New York, NY 10028, USA,
of known identity
- 3) Mr. Bernhard Eschlwech, Master of Business Economics, born July 5, 1964, residing
at Heimeranstrasse 6, 80339 Munich,
of known identity

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- 4) Mr. Michael Greve, commercial businessman, born Sept. 26, 1963,
residing at Kauerstrasse 39, 76135 Karlsruhe,
identified by Personal Identification Card No. 6430113127
- 5) Mr. Ulrich Helm, commercial businessman, born June 11, 1959,
residing at Putzbrunner Strasse 66 b, 85521 Ottobrunn,
identified by Personal Identification Card No. 8593003367
- 6) Mr. Joachim Kreutner, commercial businessman, born April 27, 1964,
residing at Hermine-Bland-Strasse 2, 81545 Munich,
of known identity
- 7) Mr. Peter Kronfeld, commercial businessman, born Jan. 24, 1962,
residing at Florianstrasse 31, 82140 Olching
identified by Personal Identification Card No. 8008617929
- 8) Mr. Hans-Jochen Wolf, Attorney at Law, born Nov. 23, 1946, with
professional residence at Kardinal-Faulhaber-Str. 14a, 80333 Munich,
of known identity,
acting on behalf of
 - a) Mr. Roland Augustin, commercial businessman, born July 18, 1963,
residing at 2958 Bush Street, San Francisco/CA, USA, on the basis of a Power of
Attorney, submitted in original and attached to this document
 - b) Mr. Matthias Zahn, Master of Physics, born July 12, 1957,
residing at Kapuzinerstrasse 20, 80337 Munich,
on the basis of a Power of Attorney, submitted in original and attached to this
document
 - c) Ms. Stefanie Körner, commercial businesswoman, born Sept. 12, 1962,
residing at 62 Oxford Gardens, UK - W 10 London,
on the basis of a Power of Attorney, submitted in original and attached to this
document

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- d) the W & O Beteiligungstreuhand GmbH with its registered office in Munich as its General Manager, whereby I the notary public, certify upon inspection of the Commercial Register of the District Court of Munich dated December 30, 1994 that the company is registered there under HRB 107116 and that Mr. Wolf is entitled to sole representation of the company as its General Manager and is exempt from the restrictions as set forth under §181 German Civil Code.

At the request of those appearing before me I shall record in accordance with their declarations as follows:

I.

Preamble

Participating in the DM 1,909,900.00 amount of nominal capital of FAST Electronic GmbH with its principal offices in Munich, registered in the Commercial Register of the Munich District Court under HRB 77301, are:

- a) Mr. Jörg Adelstein with a share of DM 73,600.00,
- b) Mr. Roland Augustin with a share of DM 36,800.00,
- c) Mr. Michael Berneis with a share of DM 55,200.00,
- d) Mr. Bernhard Eschlwech with a share of DM 18,400.00,
- e) Mr. Michael Greve with a share of DM 55,200.00,
- f) Mr. Ulrich Helm with a share of DM 18,400.00,
- g) Ms. Stefanie Körner with a share of DM 1,000.00, a share of DM 3,100.00, a share of DM 4,900.00, a share of DM 6,000.00, and a share of DM 165,000.00,
- h) Mr. Joachim Kreutner with a share of DM 3,000.00, two shares each of DM 6,000.00, a share of DM 30,000.00 and a share of DM 65,400.00,
- i) Mr. Peter Kronfeld with a share of DM 18,400.00,

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- j) Mr. Matthias Zahn with a share of DM 25,000.00, a share of DM 26,000.00, a share of DM 21,900.00, a share of DM 149,100.00, a share of DM 20,000.00, a share of DM 40,000.00, a share of DM 188,000.00 and a share of DM 805,000.00.
- h) W & O Beteiligungstreuhand GmbH with a share of DM 68,500.00.

Thus, the whole of the nominal capital is represented.

The shareholders declare that the original capital contribution has been paid to at least one fourth of each amount.

II. General Shareholders' Meeting

Waiving compliance of all formalities and time-limit requisites for convening the Meeting, those appearing before me shall hold the General Shareholders' Meeting of the company FAST Electronic GmbH with its registered offices in Munich (hereinafter referred to as the Company); on their behalf and on behalf of the shareholders they represent, they shall explicitly and particularly waive the filing and mailing of the transformation report in accordance with Articles 192, 230 UmwG (Law Regulating Transformation of Companies), the reading thereof at the General Shareholders' Meeting according to Article 239 I UmwG and the verbal explanation of the draft of the resolution authorizing transformation by the management in accordance with Article 239 II UmwG. Furthermore, they shall dispense with submission of the Board's written report in accordance with Articles 203 II, 186 IV AktG (Corporation Law) concerning the reason for any exclusion from stock subscription right upon utilization of the approved capital stock foreseen in Article 4 Para. (5) of the Articles of Incorporation of the future stock corporation.

The Shareholders' Meeting unanimously and with all votes represented passes the following resolutions:

The company FAST Electronic GmbH with its registered offices in Munich shall be transformed into a stock corporation with the firm name

“FAST Software Security Aktiengesellschaft”

The Articles of Incorporation of the stock corporation shall include the contents found in Annex I to this record. The Company shall continue as a stock corporation effective as per the day on which this transformation resolution is entered in the Commercial Register.

The capital stock of the future stock corporation shall amount to DM 1,909,000.00 and in compliance with Article 243 III 2 UmwG shall initially be divided up into 38,198 stocks issued to the name of the subscriber, each stock in the amount of DM 50.00. These stocks shall be distributed between the shareholders and future stockholders as they were between the shareholders in FAST Electronic GmbH. The persons listed below are thus deemed as the founders of the stock corporation and shall participate in the capital stock with the number of stocks mentioned below:

a) Mr. Jörg Adelstein	1,472 stocks
b) Mr. Roland Augustin	736 stocks
c) Mr. Michael Berneis	1,104 stocks
d) Mr. Bernhard Eschlwech	368 stocks
e) Mr. Michael Greve	1,104 stocks
f) Mr. Ulrich Helm	368 stocks
g) Ms. Stefanie Kömer	3,600 stocks
h) Mr. Joachim Kreutner	2,208 stocks
i) Mr. Peter Kronfeld	368 stocks
j) Mr. Matthias Zahn	25,500 stocks
k) W & O Beteiligungs- treuhand GmbH	1,370 stocks
Total	38,198 stocks

Special rights in the meaning of Article 194 I No. 6 UmwG shall not be granted to individual stockholders.

Future stockholders shall not be offered any indemnification according to Article 207 UmwG since the resolution for transformation required the consent of all shareholders in order to be effective.

No special measures have been foreseen apropos Company employees and their representatives since the transformation shall not have any effect upon the employees or their representatives.

The following people shall be voted into the Supervisory Board:

- Mr. Matthias Zahn, Master of Physics in Munich,
- Mr. Joachim Kreutner, commercial businessman in Munich,
- Mr. Juan Kondula, legal officer of the company in Munich

The term of office for the first Supervisory Board shall end upon conclusion of the General Meeting, which shall pass resolutions on the formal approval of the actions of the Management Board for the fiscal year ending December 31, 1999.

The auditors chosen for the fiscal year ending December 31, 1995 are:

*Price Waterhouse GmbH
Wirtschaftsprüfungsgesellschaft
Arnulfstr. 25
80335 Munich*

The nominal amount of stock of the future stock corporation shall be reduced from DM 50.00 to DM 5.00 per stock and Article 4 Para. (1) of the Articles of Incorporation shall be revised accordingly:

"(1) The capital stock of the corporation shall amount to DM 1,909,900.00 (in words: one million nine hundred and nine thousand, nine hundred German marks) shall be divided into 381,980 stocks each in the nominal amount of DM 5.00."

The Managing Directors of the Company being transformed as well as the Executive Board of the future Stock Corporation shall be authorized to apply for registration of the alteration to the Articles of Incorporation in the Commercial Register in such a manner that it may be entered in the Register immediately after registration of the transformation.

No further resolutions shall be passed.

III. Consent, Waiver of Action

All shareholders, as listed in Section I of this document, have voted for the transformation resolved above. Herewith, all shareholders explicitly grant all legally required forms of consent for transformation, in particular consent pursuant to Article 193 II UmwG, and waive the right to commencement of action pursuant to Article 195 UmwG.

IV. Costs, Copies

Costs for this document and incurred for the enforcement thereof shall be borne by the Company.

The Registry Court shall receive an official copy and a simple transcript; the Company, the shareholders, Price Waterhouse GmbH and Hans-Jochen Wolf, Attorney at Law, shall each receive a certified copy of this document.

Annex read aloud by the Notary Public, approved by the parties involved and signed in person by them:

[Personal signatures illegible]

[Seal of the Notary Public]

In my capacity as a public translator for the English language, duly commissioned and sworn by the President of the Regional Court I of Munich (Landgericht München I), I hereby certify that the foregoing is a true and complete translation of the photocopy of the document in the German language submitted to me.

Munich, Federal Republic of Germany - July 15, 1998

Christiane Brockschmidt
Sworn Translator

