

10-26-1998

FORM PTO-1594

1-31-92



SHEET

U.S. DEPARTMENT OF COMMERCE

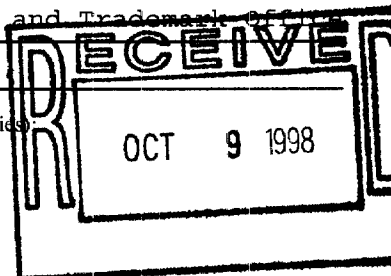
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Patent and Trademark Office

Original documents or copy thereof.

To the Honorable Commissioner of Patents

100860272



1. Name of conveying party(ies):

Thomson-CSF
Alsys SA

- Individual(s)
- General Partnership
- Corporation-State
- Other Corporation - France
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other Share Transfer Agreement
- Merger
- Change of Name

Execution Date: 08/31/96

2. Name and address of receiving party(ies)

Name: U3S Corporation of America
Address: 101 Merritt 7
Norwalk, Connecticut 06856

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
74/598,667

B. Trademark registration No.(s)
N/A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Jeffrey H. Kaufman, Esquire
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.
Attorneys at Law
Fourth Floor
1755 Jefferson Davis Highway
Arlington, Virginia 22202

OSMMN Ref: 7793-0018-33

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 15-0030
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Jeffrey H. Kaufman
Name of Person Signing

Signature

October 9, 1998
Date

Total number of pages including cover sheet, attachments, and document: 7

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

10/22/1998 SBURNS 00000094 74598667

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40.00 DP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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TRADEMARK
REEL: 1803 FRAME: 0303

SHARE TRANSFER AGREEMENT

Agreement made this 31 day of AUGUST, 1996, by and between Thomson-CSF, a French corporation with offices in Paris, France ("Seller"), and U3S Corporation of America, a U.S. corporation with offices in Norwalk, Connecticut, U.S.A. ("Buyer") (collectively, the "Parties").

WHEREAS, Seller desires to sell and Buyer desires to purchase all shares in Alsys SA owned or controlled by Seller.

NOW THEREFORE, the Parties agree as follows.

1. Seller hereby sells 712,494 shares of Alsys SA to Buyer, for the sum set forth below.
2. In consideration of the foregoing sale, Buyer agrees to pay to Seller the sum of One Dollar and No Cents (\$1.00).
3. Seller warrants that (a) it is the sole and absolute owner of all of the shares contemplated by this Agreement, (b) that such shares are conveyed to Buyer free and clear of all liens and encumbrances, and (c) that the shares being transferred represent all shares issued and outstanding in Alsys SA, except as may be set forth in Attachment A hereto. In the event any additional shares are issued and/or owned by Seller, Seller shall transfer to Buyer all such shares, under the terms and conditions of this Agreement.
4. All costs associated with or resulting from this transaction shall be borne by Seller, or by Buyer when Seller is an entity outside the U3S and/or Alsys group of corporations.
5. This agreement shall be governed by the laws of the Republic of France.

AGREED AND ACCEPTED:

Thomson-CSF
 By: [Signature]
 Typed Name: Alain Harebuer
 Title: Chief Financial Officer
 Date: 3/8/96

U3S Corporation of America
 By: [Signature]
 Typed Name: Jean-Luc Badault
 Title: President
 Date: 3/8/96

ATTACHEMENT A

Share Transfer Agreement between Thomson-CSF and UBS Corporation of America

Other Shares Outstanding

<u>No. of Shares</u>	<u>Owner</u>
1	Jean-Luc Badault
1	Michel Georgia
1	Alain Marson
1	Jean-Claude Garbier
1	Claude Bozzo
1	Stanislas Guerin

State of California

D530866

SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

NOV 21 1996



Bill Jones

Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"INTERACTIVE DEVELOPMENT ENVIRONMENTS, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "U3S CORPORATION OF AMERICA" UNDER THE NAME OF "AONIX", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF NOVEMBER, A.D. 1996, AT 10:30 O'CLOCK A.M.

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



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960333377


Edward J. Freel, Secretary of State

AUTHENTICATION: 8193692

DATE: 11-15-96