

06-25-1999

DEPARTMENT OF COMMERCE
and Trademark Office

CPA0233



101074663

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of Conveying party(ies):

De La Rue Systems Americas Corporation

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

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

2. Name and address of receiving party(ies):

Name: De La Rue Inc.

Internal Address: _____

Street Address: 4250 Pleasant Valley Road

City: Chantilly

State/Country: Virginia ZIP: 20151

- Individual citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation-State: Virginia
- Other: _____

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

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

3. Nature of conveyance:

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

Execution date: _____
Effective March 31, 1999

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

6-22-99

A. Trademark Application No(s).

B. Trademark registration No(s).

1,777,741

Additional numbers attached? Yes No

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

Ronald E. Shapiro
Vorys, Sater, Seymour and Pease LLP
1828 L Street N.W.
11th Floor
Washington, D.C. 20036-5109

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR §3.41): \$ 40

- Enclosed
- Charge any deficiency in enclosed fee to deposit account
- Authorized to be charged to deposit account

8. Deposit account number:
22-0585

(Attach duplicate copy of this page if paying by deposit account)

06/23/1999 BANGUYEN 00000380 1777741

FC:481

40.00 DP

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.

Ronald E. Shapiro

June 22, 1999

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: 8

ARTICLES OF MERGER OF
DE LA RUE INC. AND
DE LA RUE SYSTEMS AMERICAS CORPORATION

The undersigned corporations, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute the following Articles of Merger and set forth:

ONE


The adopted Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit "A".

TWO

The Plan was adopted by unanimous consent of the directors of De La Rue Inc., the owner of one hundred (100%) percent of the outstanding shares of De La Rue Systems Americas Corporation.

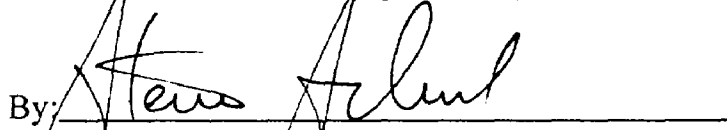
The undersigned President and Secretary of De La Rue Inc. declare that the facts herein stated are true as of March 25th, 1999.

ATTEST:



Adolph A. Romei, Assistant Secretary


DE LA RUE INC., a Virginia corporation

By: 

Steven L. Schulman, President

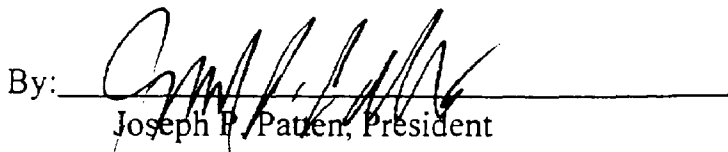
The undersigned President and Secretary of De La Rue Systems Americas Corporation declare that the facts herein stated are true as of March 25th, 1999.

ATTEST:



Adolph A. Romei, Assistant Secretary

DE LA RUE SYSTEMS AMERICAS CORPORATION, a Massachusetts corporation

By: 

Joseph P. Patten, President

**AGREEMENT AND PLAN OF MERGER
DE LA RUE SYSTEMS AMERICAS CORPORATION
INTO DE LA RUE INC.**

THIS AGREEMENT AND PLAN OF MERGER dated this 25th day of March, 1999 pursuant to Chapter 156B, Section 82 of the Massachusetts Business Corporation Law and Title 13.1, Chapter 9, Article 12 of the Code of Virginia between De La Rue Inc., a Virginia corporation and De La Rue Systems Americas Corporation, a Massachusetts corporation.

WITNESSETH THAT:

WHEREAS, De La Rue Systems Americas Corporation, a Massachusetts corporation is a wholly owned subsidiary of De La Rue Inc., a Virginia corporation (sometimes referred to as the "Surviving Corporation"); and

WHEREAS, the directors of De La Rue Inc. have determined that De La Rue Systems Americas Corporation should be merged into De La Rue Inc., leaving De La Rue Inc. as the Surviving Corporation,

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, it is agreed that De La Rue Systems Americas Corporation shall be merged into De La Rue Inc., a Virginia corporation, which shall be the Surviving Corporation and the terms and conditions of such merger and the mode of carrying the merger into effect are and shall be as follows:

FIRST: De La Rue Inc., a Virginia corporation, shall merge into itself De La Rue Systems Americas Corporation, a Massachusetts corporation, and said De La Rue Systems Americas Corporation shall, at the Effective Date (as herein defined) merge into the Surviving Corporation.

SECOND: The Articles of Incorporation of De La Rue Inc. in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation unless and until amended as provided by law and such Articles of Incorporation.

THIRD: The manner of converting the outstanding shares of the capital stock of the constituent corporations shall be as follows:

Each share of the issued and outstanding common stock of De La Rue Systems Americas Corporation shall be surrendered to the Surviving Corporation and canceled of record without consideration. Each share of the issued and outstanding common stock of the Surviving Corporation which shall be issued and outstanding on the Effective Date of the merger shall remain issued and outstanding and shall constitute the sole issued and outstanding stock of the Surviving Corporation.

FOURTH: The office of the Surviving Corporation shall be principally located at 4250 Pleasant Valley Road, Chantilly, Virginia 20151. The registered agent for the Surviving Corporation shall be Edward R. Parker (member of the Virginia State Bar) and the registered office shall be 5511 Staples Mill Road, Richmond, Virginia 23228 (County of Henrico).

FIFTH: The total number of shares of stock which the Surviving Corporation shall be authorized to issue is 5000 common shares. All such shares are designated common stock and are of one and the same class, shall have full voting powers and equal rights of participation in dividends and assets of the Surviving Corporation and shall be non-assessable.

SIXTH: The By-laws of the Surviving Corporation, as they shall exist on the effective date of this merger, shall be and remain the By-laws of the Surviving Corporation until the same shall be altered, amended, or repealed by the shareholders as therein provided.

SEVENTH: The directors and officers of the Surviving Corporation as of the effective date shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

EIGHTH: This merger shall be effective as of 11:59 p.m. (Eastern Standard Time) on March 31, 1999 (herein referred to as the "Effective Date").

NINTH: Upon the merger becoming effective, all of the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporations shall be transferred to, vested in, and devolve upon the Surviving Corporation without further act or deed and all property, rights, and other interests of the Surviving Corporation and the merged corporations shall be as effectively the property of the Surviving Corporation as they were the Surviving Corporation and the merged corporations respectively. De La Rue Systems Americas Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of De La Rue Systems Americas Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of De La Rue Systems Americas Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of De La Rue Systems Americas Corporation or otherwise to take any and all such action. For all purposes, on the Effective Date the separate existence of De La Rue Systems Americas Corporation, except insofar as they be continued by statute, shall cease. The corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identities, existences, purposes, powers, objects, franchises, rights, and immunities of De La Rue Systems Americas Corporation shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

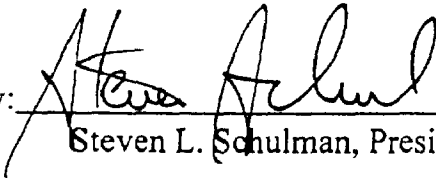
TENTH: The Surviving Corporation may be served with process in the State of Massachusetts in any proceeding for enforcement of any obligation of De La Rue Systems Americas Corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of the General Laws of the Commonwealth of Massachusetts; and it does hereby irrevocably appoint the Secretary of the Commonwealth of Massachusetts as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of the Commonwealth of Massachusetts is 4250 Pleasant Valley Road, Chantilly, Virginia 20151, until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of the Commonwealth of Massachusetts, a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of the Commonwealth of Massachusetts duplicate copies of such process, one of which copies the Secretary of the Commonwealth of Massachusetts shall forthwith send by Registered Mail to the Surviving Corporation at the above address.

ELEVENTH: The Surviving Corporation shall pay all expenses of carrying this agreement of merger into effect and of accomplishing the merger.

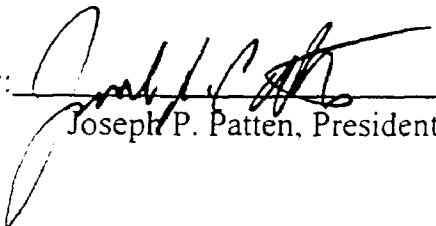
TWELFTH: Anything herein or elsewhere to the contrary notwithstanding, this agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at anytime prior to the Effective Date. The agreement may be amended by the Board of Directors of the constituent corporations at anytime prior to the Effective Date.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by the President of each party hereto as the respective act and deed and agreement of each of said corporations on this 25th day of March, 1999.

DE LA RUE INC., a Virginia Corporation


By: 
Steven L. Schulman, President

DE LA RUE SYSTEMS AMERICAS CORPORATION, a Massachusetts Corporation

By: 
Joseph P. Patten, President

I, Adolph A. Romei, Assistant Secretary of De La Rue Systems Americas Corporation, a corporation organized and existing under the laws of the Commonwealth of Massachusetts, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of De La Rue Inc., a Virginia corporation, was duly adopted pursuant to Chapter 156B, Section 43 of the Massachusetts Business Corporation Law by the unanimous written consent of the sole stockholder of the corporation holding all of the shares issued and outstanding which Agreement of Merger was thereby adopted as the act of the stockholder of said De La Rue Systems Americas Corporation, and the duly adopted agreement and act of said corporation.

WITNESS my hand this 25th day of March, 1999.



Adolph A. Romei, Assistant Secretary

THEODORE V. MORRISON, JR.
CHAIRMAN

HULLIHEN WILLIAMS MOORE
COMMISSIONER

CLINTON MILLER
COMMISSIONER

COMMONWEALTH OF VIRGINIA



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION

March 31, 1999

LESLIE M CHAPPELL
5511 STAPLES MILL ROAD
RICHMOND, VA 23228

RE: DE LA RUE INC.
ID: 0336777 - 8
DCN: 99-03-30-0088

This is your receipt for \$25.00 covering the fees for filing articles of merger with this office.

The effective date of the certificate of merger is March 31, 1999.

Nonsurviving entities:

DE LA RUE SYSTEMS AMERICAS CORPORATION (A MA
CORPORATION NOT QUALIFIED IN VA)

are merged into DE LA RUE INC..

Sincerely yours,

A handwritten signature in cursive script that reads 'Joel H. Peck'.

Joel H. Peck
Clerk of the Commission

MERGACPT
CIS20436

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

March 31, 1999

The State Corporation Commission finds the accompanying articles submitted on behalf of

DE LA RUE INC.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

DE LA RUE SYSTEMS AMERICAS CORPORATION (A MA CORPORATION NOT QUALIFIED IN VA)

is merged into DE LA RUE INC., which continues to exist under the laws of VIRGINIA with the name DE LA RUE INC.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on March 31, 1999, at 11:59 p.m.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20436
99-03-30-0088