

D

Form PTO-1594
1-31-92

12.20.99 REC

01-05-2000



U.S. Department of Commerce
Patent and Trademark Office

BT

To the Honorable Commissioner of Patents and Trademarks

101236462

or copy thereof

1. Name of conveying party(ies):
Dover/Hasstech Acquisition, Inc.

Name and address of receiving party(ies):
HASSTECH, Inc. Internal

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

Patent & TMO/TM Street Address: 6985 Flanders Drive
City: San Diego State: CA Zip: 92121

Additional name(s) of conveying party(ies) attached? yes no

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other correction of state of incorporation for receiving party

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) & address(es) attached? yes no

Execution Date: May 5, 1995

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,769,918; 1,796,330; 1,774,138; 1,818,782; 1,721,072;
1,769,917

Additional numbers attached? yes no

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Phillip A. Rotman II
Internal Address: 1900 Chemed Center
Street Address: 255 E. Fifth Street
1800 Chemed Center
City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved: 6
7. Total fee (37 CFR 3.41): \$ 175.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 04-1133
(Attached 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.

Phillip A. Rotman II Reg. No. 38,290
Name of Person Signing

Phillip A. Rotman II
Signature

12/20/99
Date

Total number of pages comprising cover sheet: 6

CINTI;240828;2

01/05/2000 DCDATES 00000071 1769918

01 FC:481	40.00 OP
02 FC:482	125.00 OP
03 FC:998	10.00 OP

CERTIFICATE OF EXPRESS MAIL

"Express Mail" mailing label number: EL531017234US
Date of Deposit: December 20, 1999

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to: Box ASSIGNMENT, Assistant Commissioner for Trademarks; 2900 Crystal Drive; Arlington, VA 22202-3513.

Catherine L. Vigor

State of Delaware
Office of the Secretary of State

PAGE 1

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 AGREEMENT OF MERGER, WHICH MERGES:
"HASSTECH, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "DOVER/HASSTECH ACQUISITION, INC." UNDER THE NAME OF "HASSTECH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF MAY, A.D. 1995, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

AUTHENTICATION:

2492925 8100M

DATE: 8702206

971346602

10-14-97

TRADEMARK
REEL: 002008 FRAME: 0450

AGREEMENT OF MERGER

BETWEEN

DOVER/HASSTECH ACQUISITION, INC.
(A Delaware Domestic Corporation)

AND

HASSTECH, INC.
(A California Corporation)

This Agreement of Merger made and entered into on the 5TH day of MAY, 1995, by and between DOVER/HASSTECH ACQUISITION, INC., a Delaware Corporation (hereinafter the "Delaware Corporation"), and HASSTECH, INC. a California Corporation (hereinafter the "California Corporation").

WITNESSETH:

WHEREAS, the Delaware Corporation is a Corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on March 24, 1995; and

WHEREAS, the California Corporation is a corporation organized and existing under the laws of the State of California, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of California on July 5, 1985; and

WHEREAS, the aggregate number of shares of common stock which the California Corporation has authority to issue is 100,000, of which 10,667 shares have been duly issued and are now outstanding and are all owned by the Delaware Corporation; and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that the California Corporation be merged into the Delaware Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and California respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Delaware Corporation and the California Corporation, by their respective Boards of Directors, have agreed and do hereby agree, each with the other, as follows:

ARTICLE I

The California Corporation and the Delaware Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of California and of the State of Delaware, by the California Corporation merging into the Delaware Corporation, which shall be the surviving Corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of California and of the State of Delaware (the "effective date of the merger"):

1. The two Constituent Corporations shall be a single corporation, which shall be the Delaware Corporation as the Surviving Corporation, and the separate existence of the California Corporation shall cease except to the extent provided by the laws of the State of California in the case of a corporation after its merger into another corporation.
2. The name of the Delaware Corporation, as the Surviving Corporation, shall be HASTTECH, INC.

ARTICLE III

The Articles of Incorporation of the Delaware Corporation, as in effect on the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation.

The Bylaws of the Delaware Corporation as in effect on the effective date of the merger shall remain the Bylaws of the Surviving Corporation.

ARTICLE IV

The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows:

All of the shares of Common Stock of the Delaware Corporation which are issued and outstanding on the date the merger becomes effective shall remain issued and outstanding as shares of the Surviving Corporation. All of the shares of Common Stock of the California Corporation which are issued and outstanding as of the date the merger becomes effective shall be cancelled and no shares of the Delaware Corporation shall be issued in exchange therefor.

IN WITNESS WHEREOF, the Delaware Corporation and the California Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Agreement of Merger to be executed by the President and Attested by the Secretary of each party hereto.

Attest:

Loren R. Armstrong
Loren R. Armstrong, Secretary

DOVER/HASSTECH ACQUISITION, INC.
(A Delaware Corporation)

Robert E. Connor
Robert E. Connor, President

HASSTECH, INC.
(A California Corporation)

Norma R. Hasselmann
Norma R. Hasselmann, Secretary

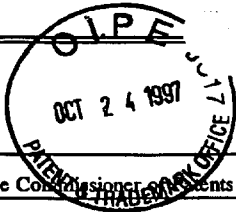
Detlev E. Hasselmann
Detlev E. Hasselmann, President

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

I, Loren R. Armstrong, Secretary of DOVER/HASSTECH ACQUISITION, INC. ("DHA"), a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the DHA, that DHA owns 100% of the issued and outstanding common stock of Hasstech, Inc., a corporation organized and existing under the laws of the State of California; and that the Agreement of Merger in the form attached was duly approved by the board of directors and the sole shareholder of DHA on MAY 5, 1995.

WITNESS, my hand on behalf of said DOVER/HASSTECH ACQUISITION, INC. on this 5th day of MAY, 1995.


Loren R. Armstrong, Secretary



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



100572106

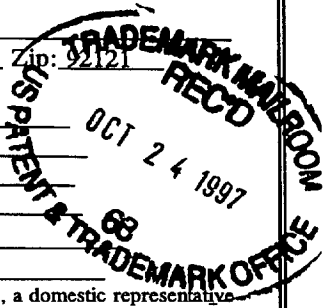
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

13-42-01

1. Name of conveying party(ies):
Dover/Hasstech Acquisition, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? yes no

2. Name and address of receiving party(ies):
Name: Hasstech, Inc. Internal Address: _____
Address: _____
Street Address: 6985 Flanders Drive
City: San Diego State: CA Zip: 92121

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 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) & address(es) attached? yes no



3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: May 5, 1995

4. Application number(s) or registration numbers(s)
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,769,918; 1,796,330; 1,774,138; 1,818,782; 1,721,072; 1,769,917
Additional numbers attached? yes no

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Ronald J. Snyder
Internal Address: 1900 Chemed Center
Street Address: 255 E. Fifth Street
1800 Chemed Center
City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved: 6
7. Total fee (37 CFR 3.41): \$ 240.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: _____
(Attached 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.
Ronald J. Snyder, Reg. No. 31,062
Name of Person Signing Signature Date 10/20/97
Total number of pages comprising cover sheet: 6

0240828.01

CERTIFICATE OF MAILING
I hereby certify that this paper is being deposited with the United States Postal Service on the date shown below with sufficient postage as first class mail in an envelope addressed to:
Signed: [Signature]
Date: 10-20-97

11/14/1997 SHOPPER 00000060 1769918
01 FC:481 40.00 OP
02 FC:482 200.00 OP