



04-12-2000

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

02-28-2000

TR.
2/28/00



101317931

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #11 and Trademarks: Please record.

1. Name of conveying party(ies):

STRATEGIC SIGNALING SYSTEMS & NETWORKS, INC.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-MD
- Other

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

3. Nature of conveyance:

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

Execution Date: 12/31/1999

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

Name: SOTAS, INC.

Internal Address: _____

Street Address: 910 Clopper Road

City: Gaithersburg State: MD ZIP: 20878

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75/881,527

Additional Application/Registration Numbers attached? Yes No

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

Name: Roger W. Herrell, Esq.

Address: DANN, DORFMAN, HERRELL AND SKILLMAN, P.C.

1601 Market Street, Suite 720

Philadelphia, Pennsylvania 19103-2307

Telephone: (215) 563-4100 Facsimile: (215) 563-4044

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. In the event a fee is required and is not enclosed, or the check enclosed is improper, or the fee calculation is in error, the Commissioner is authorized to charge any underpayment or credit any overpayment to the account of the undersigned attorneys.

Deposit Account Number: 04-1406

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.

ROGER W. HERRELL, ESQ.
Name of Attorney Signing

[Signature]
Signature of Attorney

2/25/00
Date

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

04/12/2000 DNGUYEN 00000222 75001527

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TRADEMARK
REEL: 002048 FRAME: 0054

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:03 PM 10/18/1999
991439519 - 3112624

CERTIFICATE OF INCORPORATION
OF
SOTAS, INC.

1. The name of the corporation is Sotas, Inc.

2. The address of its registered office in the State of Delaware is 1013 Centre Road, in the city of Wilmington and the County of New Castle, Zip Code 19805. The name of its registered agent at such address is the Corporation Service Company.

3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware and to possess and exercise all of the powers and privileges granted by such law and any other law of Delaware.

4. The aggregate number of shares that the corporation shall have authority to issue is Fifteen Million (15,000,000) shares, all of which are of one class and are designated as Common Stock and the par value of each share is One Cent (\$.01).

5. The name and mailing address of the sole incorporator are as follows:

<u>Name</u>	<u>Address</u>
Marilyn D. Adelman	c/o Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087

6. The corporation is to have perpetual existence.

7. In furtherance of and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the bylaws of the corporation.

8. The directors of the corporation shall be entitled to the benefits of all limitations on the liability of directors generally that are now or hereafter become available under the General Corporation Law of Delaware. Without limiting the generality of the foregoing, no director of the corporation shall be personally liable to the corporation or to any stockholder of the corporation for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

9. Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

10. Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide.

NO. 297 P. 2

OCT. 19. 1999 12:49PM

NO. 915 P. 2

#2 SOTAS, INC. ==

NOV. 18. 1999 11:00AM

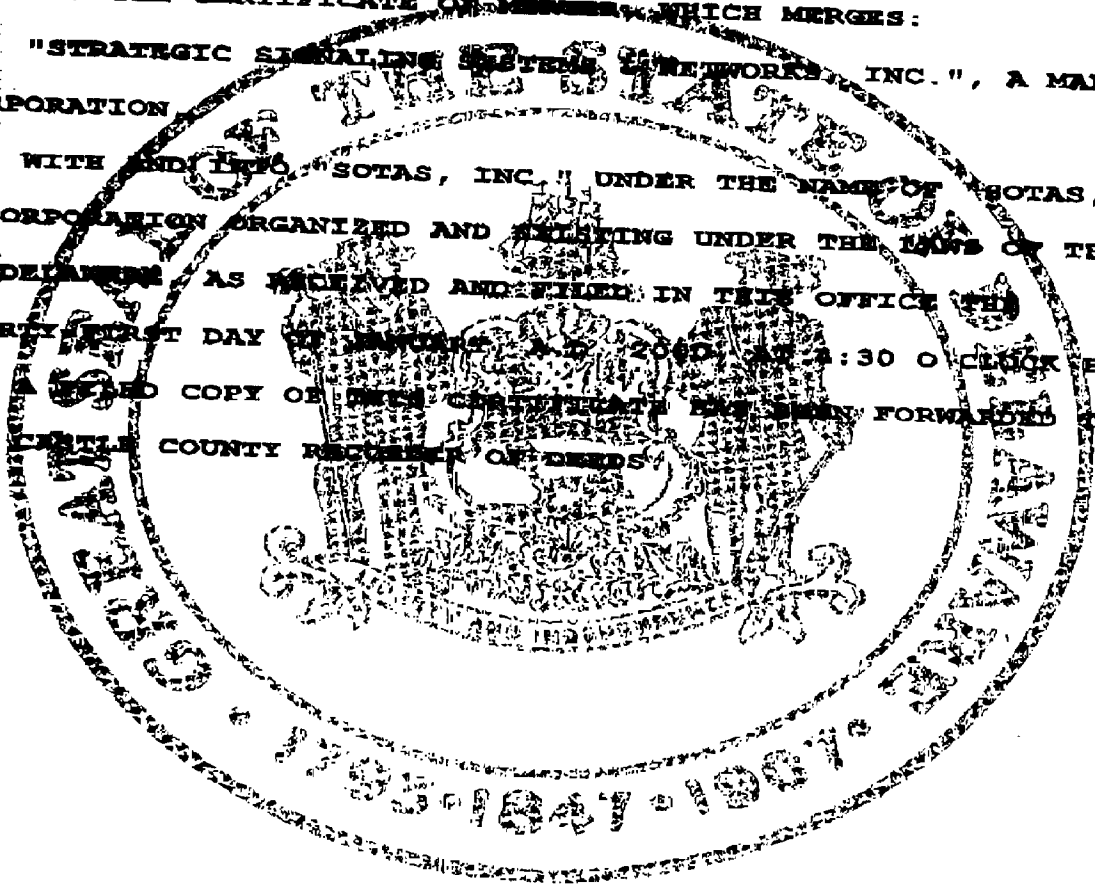
RECEIVED: 11/18/99 10:57AM

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 MERGER, WHICH MERGES:

"STRATEGIC SIGNALING SYSTEMS & NETWORKS, INC.", A MARYLAND CORPORATION WITH AND INTO "SOTAS, INC." UNDER THE NAME OF "SOTAS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, 2000, AT 3:30 O'CLOCK P.M. A TRUE COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY REGISTER OF DEEDS



Edward J. Freel

Edward J. Freel, Secretary of State

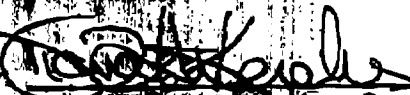
3112624 8100M
001050052

AUTHENTICATION: 0229625
DATE: 02-01-00

IN WITNESS WHEREOF, SOTAS, Inc., a Delaware corporation, the surviving corporation in the Merger, has caused this Certificate of Merger to be signed in its corporate name and on its behalf by its president and attested by the corporate secretary all as of the 26th day of February, 2000.

ATTEST:

SOTAS, INC.,
A DELAWARE CORPORATION (THE SURVIVING CORPORATION)

By: 
Daniel Wechsler Kerekes, Secretary

By: _____
Daniel McGinnis, President

FEB-15-2000 TUE 11:39 AM SOTAS

FAX NO. 3012580059

02/01/00 11:39 AM SOTAS

FAX NO. 3012580059

P. 02 P. 08

JAN-24-2000 MON 11:35 AM SOTAS

IN WITNESS WHEREOF, SOTAS, Inc., a Delaware corporation, the surviving corporation of the Merger, has caused this Certificate of Merger to be signed in its corporate name and on its behalf by its president and attested by the corporate secretary all as of the 21st day of January, 2000.

ATTEST:

SOTAS, INC.
A DELAWARE CORPORATION (THE SURVIVING CORPORATION)

By:

Diana Wechsler Kerekes, Secretary

By:

Daniel McGinnis, President