

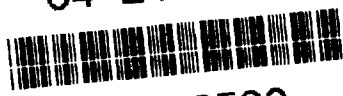
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RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

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

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
12 31 97
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Ashtech, Inc.

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Magellan Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 471 El Camino Real

Address (line 2) _____

Address (line 3) Santa Clara California 95050-4300
City State/Country Zip Code

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

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.)

04/21/2000 TTON11 00000324 1593973

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01 FC:481
02 FC:482
03 FC:998

40.00 OP
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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

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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)

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.

David B. Ritchie

21 MAR 2000

Name of Person Signing

Signature

Date Signed

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:

"ASHTECH INC.", A DELAWARE CORPORATION,
WITH AND INTO "MAGELLAN CORPORATION" UNDER THE NAME OF "MAGELLAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1997, AT 9:35 O'CLOCK A.M.

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



Edward J. Freel
Edward J. Freel, Secretary of State

2261254 8100M
971454590

AUTHENTICATION: 8843320
DATE:

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:35 AM 12/31/1997
971454590 - 2126119

**CERTIFICATE OF MERGER
OF
ASHTECH INC.
INTO
MAGELLAN CORPORATION**

Magellan Corporation (the "Corporation"), a Delaware corporation, does hereby certify:

FIRST: That the Corporation, being one of the two constituent corporations, is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Ashtech Inc., being one of the two constituent corporations, is incorporated pursuant to the General Corporation Law of the State of Delaware.

THIRD: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the Corporation and Ashtech Inc., being each of the constituent corporations, in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware, and written consent has been given by the stockholders of the Corporation and of Ashtech Inc. in accordance with the requirements of Section 228 of the General Corporation Law of the State of Delaware.

FOURTH: That the name of the surviving corporation of the merger is Magellan Corporation.

FIFTH: That the certificate of incorporation of Magellan Corporation, as heretofore amended, shall be the certificate of incorporation of the surviving corporation.

SIXTH: That the executed Agreement and Plan of Merger is on file at the offices of Magellan Corporation at 960 Overland Court, San Dimas, California 91773 and copies of the Agreement and Plan of Merger will be furnished upon request and without cost to any stockholder of the Corporation or Ashtech Inc.

IN WITNESS WHEREOF, Magellan Corporation has caused this Certificate to be executed on its behalf by Leslie C. Seeman, its Vice President, General Counsel and Secretary, and attested by Elizabeth A. Abdo, its Assistant Secretary, on this 30th day of December, 1997.

Magellan Corporation

By: Leslie C. Seeman
Leslie C. Seeman
Vice President, General Counsel and
Secretary

The foregoing is attested:

By: Elizabeth A. Abdo
Elizabeth A. Abdo
Assistant Secretary