

07-13-2000



101401694

03 29 00

MRD  
6-15-00

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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 #
- Corrective Document  
Reel #  Frame #

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger Effective Date  
Month Day Year  
03 29 00
- Change of Name
- Other

#### Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year  
03 29 00

Formerly

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

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual  General Partnership  Limited Partnership  Association
- Corporation
- Other

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.)

Citizenship/State of Incorporation/Organization

07/12/2000 ASCOTT 00000102 2301497

#### FOR OFFICE USE ONLY

01 FC:481  
02 FC:482

40.00 OP  
75.00 OP

Refund Refs  
07/12/2000 ASCOTT 0000095733

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20403. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002099 FRAME: 0571

**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)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2301497"/>	<input type="text" value="2273832"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2182013"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2255252"/>	<input type="text"/>	<input type="text"/>

**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.

Tracy A. Bacigalupo

6/14/00

Name of Person Signing

Signature

Date Signed

*State of Delaware*  
*Office of the Secretary of State*

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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 OWNERSHIP, WHICH MERGES:

"NETWORK FLIGHT RECORDER, INC.", A MARYLAND CORPORATION, WITH AND INTO "NETWORK FLIGHT RECORDER (DELAWARE), INC." UNDER THE NAME OF "NETWORK FLIGHT RECORDER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MARCH, A.D. 2000, AT 4:15 O'CLOCK P.M.



3191121 8100M

001183053

A handwritten signature in cursive script, reading "Edward J. Freel".

*Edward J. Freel, Secretary of State*

AUTHENTICATION: 0372327

DATE: 04-11-00

TRADEMARK  
REEL: 002099 FRAME: 0573

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:15 PM 03/29/2000  
001160473 - 3191121

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING NETWORK FLIGHT RECORDER, INC. INTO  
NETWORK FLIGHT RECORDER (DELAWARE), INC.**

Network Flight Recorder, Inc., a corporation organized and existing under the laws of the State of Maryland (the "Corporation"),

DOES HEREBY CERTIFY:

**FIRST:** That the Corporation was incorporated on February 26, 1996, pursuant to the Maryland General Corporation Law, the provisions of which permit the merger of a corporation of another state with a corporation organized and existing under the laws of Maryland.

**SECOND:** That the Corporation owns all of the outstanding shares of common stock, \$.01 par value per share, of Network Flight Recorder (Delaware), Inc., incorporated on March 9, 2000, pursuant to the General Corporation Law of the State of Delaware ("Subsidiary"), and having no class of stock outstanding other than such shares of common stock.

**THIRD:** That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting on December 30, 1999, determined to, subject to the approval of its stockholders, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware does, merge itself into Subsidiary:

**RESOLVED:** That the Board of Directors deems it advisable and in the best interests of the Corporation that the Corporation and Subsidiary be merged (the "Merger") substantially on the terms and conditions set forth in the Articles of Merger and the Certificate of Ownership and Merger, each of which is being filed with and made a part of these resolutions, under which terms Subsidiary shall survive the Merger and change its name to "Network Flight Recorder, Inc.";

**FURTHER RESOLVED:** That, subject to the approval by the stockholders of the Corporation of the proposed Merger, the proper officers of the Corporation are hereby authorized and directed to execute the Articles of Merger and the Certificate of Ownership and Merger and to take all action necessary for the proper filing of the Articles of Merger with the State Department of Assessments and Taxation of Maryland and the proper filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, and to take such other action and execute such other documents as may be necessary or appropriate for the implementation and consummation of the Merger;

**FURTHER RESOLVED:** That, as a result of the Merger, at the Effective Date (as defined below), each share of common stock of the Corporation, \$.01 par value per share, issued and outstanding immediately prior to the Effective Date shall be

converted into 50 validly issued, fully paid and nonassessable shares of common stock of Subsidiary, \$.01 par value per share;

**FURTHER RESOLVED:** That, as a result of the Merger, at the Effective Date, each share of Series A Convertible Preferred Stock of the Corporation, \$.01 par value per share, issued and outstanding immediately prior to the Effective Date shall be converted into 50 validly issued, fully paid and nonassessable shares of Series A Convertible Preferred Stock of Subsidiary, \$.01 par value per share;

**FURTHER RESOLVED:** That the proposed Merger be submitted to the stockholders of the Corporation for their consideration;

**FURTHER RESOLVED:** That the Merger shall become effective at the later of (a) the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and (b) the acceptance for record of the Articles of Merger by the State Department of Assessments and Taxation of Maryland (the "Effective Date");

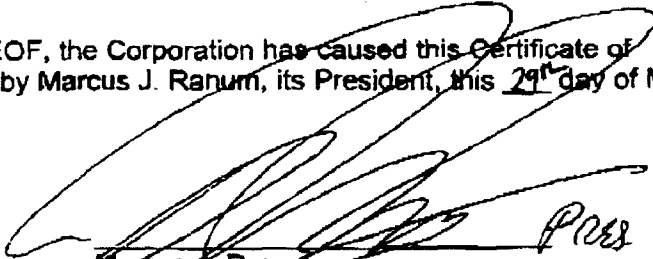
**FURTHER RESOLVED:** That the proposed Merger may be abandoned at any time prior to the Effective Date, before or after approval by the stockholders of the Corporation, by the majority vote of the entire Board of Directors of the Corporation;

**FURTHER RESOLVED:** That the Board of Directors hereby calls the 2000 annual meeting of the stockholders of the Corporation (the "Annual Meeting") to be held at the BWI Sheraton Hotel, on February 7, 2000, at 11:45 a.m., Eastern Standard Time, for the purpose of considering and acting on the proposed Merger and transacting such other business as may properly come before the Annual Meeting, and the Secretary is hereby instructed to give notice of such meeting; and

**FURTHER RESOLVED:** That the Board of Directors hereby sets the close of business on January 27, 2000 as the record date for the determination of the stockholders entitled to notice of and to vote at the Annual Meeting.

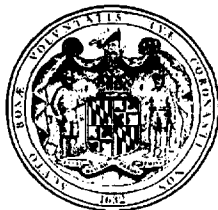
**FOURTH:** That the merger contemplated by this Certificate of Ownership and Merger has been adopted, approved, certified and acknowledged by the Corporation in accordance with the laws of the State of Maryland, under which the Corporation is organized.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by Marcus J. Ranum, its President, this 29<sup>th</sup> day of March, 2000.



Marcus J. Ranum  
President

State of Maryland  
**Department of  
Assessments and Taxation**



**Parris N. Glendening**  
*Governor*

**Ronald W. Wineholt**  
*Director*

**Paul B. Anderson**  
*Administrator*

Charter Division

BALLARD SPAHR ANDREWS & INGERSOLL  
ANDREAA COHEN  
300 E LOMBARD ST  
BALTIMORE MD 21202-3219

Date: 04-06-2000

This letter is to confirm acceptance of the following filing:

ENTITY NAME: . . . NETWORK FLIGHT RECORDER, INC.  
DEPARTMENT ID : D04341616  
TYPE OF REQUEST : ARTICLES OF MERGER  
DATE FILED : 03-29-2000  
TIME FILED : 04:04-PM  
FILING NUMBER : 1000166273000000  
CUSTOMER ID : 0000359776  
WORK ORDER NUMBER : 0000296080

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.

301 West Preston Street, Baltimore, Maryland 21201  
Telephone (410) 767-1350  
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice  
Fax (410) 333-7097

0000583913

chtaac

**TRADEMARK**  
**REEL: 002099 FRAME: 0577**

ENTITY TYPE: ORDINARY BUSINESS - STOCK  
STOCK: Y  
CLOSE: N  
EFFECTIVE DATE: 03-29-2000  
PRINCIPAL OFFICE: 3018 GUILFORD AVENUE  
BALTIMORE MD 21218-0000  
RESIDENT AGENT: TRACY A. BACIGALUPO, ESQ.  
300 EAST LOMBARD STREET  
BALTIMORE MD 21202-0000

COMMENTS:  
THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:  
THE SURVIVING ENTITY:  
NETWORK FLIGHT RECORDER (DELAWARE), INC.

MERGED ENTITIES:  
(DO4341616) NETWORK FLIGHT RECORDER, INC.



NETWORK FLIGHT RECORDER, INC.

NETWORK FLIGHT RECORDER (DELAWARE), INC.

**ARTICLES OF MERGER**

THIS IS TO CERTIFY THAT:

FIRST: Network Flight Recorder, Inc. and Network Flight Recorder (Delaware), Inc. agree to merge in the manner hereinafter set forth.

SECOND: Network Flight Recorder, Inc. (the "Merging Corporation") was incorporated under the laws of the State of Maryland.

THIRD: Network Flight Recorder (Delaware), Inc. (the "Surviving Corporation") is the corporation to survive the merger. The Surviving Corporation was incorporated under the general laws of the State of Delaware on March 9, 2000. The Surviving Corporation is not registered or qualified to do business in the State of Maryland.

FOURTH: The principal office of the Merging Corporation in the State of Maryland is located in Baltimore City.

FIFTH: The Merging Corporation owns no interest in land in the State of Maryland.

SIXTH: The principal office of the Surviving Corporation in the State of Delaware is c/o Capitol Services, Inc., 9 East Lookerman Street, Dover, Delaware 19901. The name and address of the Surviving Corporation's resident agent in the State of Maryland are Tracy A. Bacigalupo, c/o Ballard Spahr Andrews & Ingersoll, LLP, 300 East Lombard Street, Baltimore, Maryland 21202.

SEVENTH: The terms and conditions of the transaction set forth in these Articles were duly advised, authorized and approved by the Merging Corporation in the manner and by the vote required by its charter and the laws of the State of Maryland as follows:

a) The Board of Directors of the Merging Corporation, at a meeting on December 30, 1999, adopted a resolution declaring that the terms and conditions of the transaction set forth herein were advisable and directing that the proposed transaction be submitted for consideration by the stockholders of the Merging Corporation.

b) At a meeting duly called and held, the stockholders of the Merging Corporation entitled to vote thereon approved the terms and conditions of the transaction set forth herein as so proposed.

EIGHTH: The terms and conditions of the transaction set forth in these Articles were duly advised, authorized and approved by the Surviving Corporation in the manner and by the vote required by its charter and the laws of the State of Delaware as follows:

MD DOCS A 1101462 v 3

**STATE OF MARYLAND**

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 3/29/00 5

TAXES DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature] Custodian

This stamp replaces our previous certification system. Effective: 6/95

a) Pursuant to Section 253 of the General Corporation Law of the State of Delaware, no approval of the Board of Directors or stockholders of the Surviving Corporation is required to approve the transaction described herein, and the Board of Directors of the Merging Corporation, at a meeting duly called and held at which a quorum was present, adopted a resolution declaring that the terms and conditions of the transaction set forth herein were advisable and directing that the proposed transaction be submitted for consideration by the stockholders of the Merging Corporation.

b) At a meeting duly called and held, the stockholders of the Merging Corporation entitled to vote thereon approved the terms and conditions of the transaction set forth herein as so proposed.

NINTH: To be effected as part of the merger, the charter of the Surviving Corporation will be amended to change its name from "Network Flight Recorder (Delaware), Inc." to "Network Flight Recorder, Inc."

TENTH: The total number of shares of stock of all classes which each corporation party to these Articles has the authority to issue, the number and par value of shares of stock of each such class and the aggregate par value of all shares of stock of all such classes are as follows:

a) Surviving Corporation

The total number of shares of stock of all classes which the Surviving Corporation has authority to issue is 25,000,000 shares, consisting of 20,000,000 shares of common stock, \$.01 par value per share ("Survivor Common Stock"), and 5,000,000 shares of preferred stock, \$.01 par value per share, of which 411,900 have been designated as shares of Series A Convertible Preferred Stock, \$.01 par value per share ("Survivor Series A Preferred Stock"). The aggregate par value of all shares of all classes having a par value is \$250,000.

b) Merging Corporation

The total number of shares of stock of all classes which the Merging Corporation has authority to issue is 300,000 shares, consisting of 291,330 shares of common stock, \$.01 par value per share ("Merging Corporation Common Stock"), and 8,670 shares of Series A Convertible Preferred Stock, \$.01 par value per share ("Merging Corporation Series A Preferred Stock"). The aggregate par value of all shares of all classes having a par value is \$3,000.

ELEVENTH: Upon the Effective Date (as defined below), the Merging Corporation shall be merged into the Surviving Corporation; and, thereupon, the Surviving Corporation shall possess any and all purposes and powers of the Merging Corporation; and all leases, licenses, property, rights, privileges and powers of whatever nature and description of the Merging Corporation shall be transferred to, vested in and devolved upon the Surviving Corporation, without further act or deed, subject to all of the debts and obligations of the Merging Corporation.

Each outstanding share of Merging Corporation Common Stock shall be converted into 50 shares of Survivor Common Stock and each outstanding share of Merging Corporation Series A Preferred Stock shall be converted into 50 shares of Survivor Series A Preferred Stock on the Effective Date, without the necessity of any action on the part of the holder thereof.

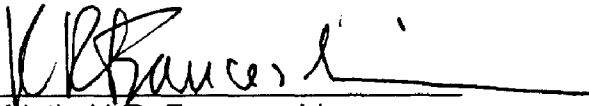
From and after the Effective Date, each holder of an outstanding certificate or certificates which prior thereto represented shares of Merging Corporation Common Stock or Merging Corporation Series A Preferred Stock shall, upon surrender of the same, be entitled to receive in exchange therefor certificates representing the number of shares of stock of the Surviving Corporation into which the shares theretofore represented by the certificate or certificates so surrendered shall have been converted as provided in the foregoing paragraph. Until so surrendered, each such outstanding certificate shall be deemed, for all corporate purpose, to evidence the ownership of the number of shares of stock of the Surviving Corporation into which such shares of stock of the Merging Corporation shall have been so converted. However, until the certificates which prior to the Effective Date represented shares of stock of the Merging Corporation have been surrendered, the holder thereof shall not be entitled to receive any dividend or other distribution, if any, payable to the Surviving Corporation's stockholders. All dividends or other distributions, if any, will be accrued and paid, without interest, to the stockholder upon surrender of his certificate or certificates which represented shares of stock of the Merging Corporation.

TWELFTH: The merger shall become effective upon the later of the acceptance for record of these Articles of Merger or the filing of a Certificate of Ownership and Merger relating to the merger with the Secretary of State of the State of Delaware (the "Effective Date"). The transaction described herein may be abandoned before the Effective Date by the majority vote of the entire Board of Directors of the Merging Corporation.

Each undersigned President acknowledges these Articles of Merger to be the corporate act of the respective corporate party on whose behalf he has signed, and further, as to all matters or facts required to be verified under oath, each President acknowledges that to the best of his knowledge, information and belief, these matters and facts relating to the corporation on whose behalf he has signed are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto this 29<sup>th</sup> day of March, 2000.

ATTEST:

  
\_\_\_\_\_  
Kristin H.R. Franceschi  
Secretary

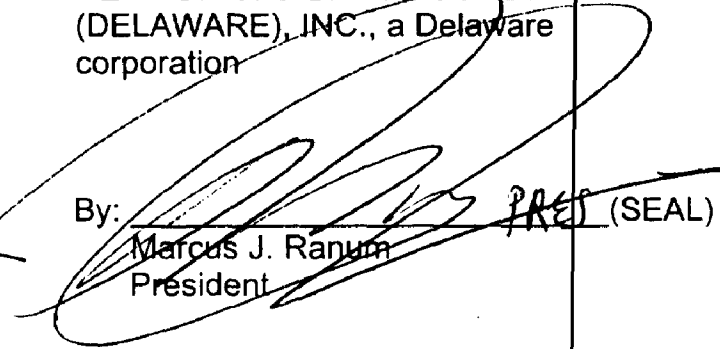
NETWORK FLIGHT RECORDER, INC., a  
Maryland corporation

By:  (SEAL)  
\_\_\_\_\_  
Marcus J. Ranum  
President

ATTEST:

  
\_\_\_\_\_  
Kristin H.R. Franceschi  
Secretary

NETWORK FLIGHT RECORDER  
(DELAWARE), INC., a Delaware  
corporation

By:  (SEAL)  
\_\_\_\_\_  
Marcus J. Ranum  
President