

06-14-2001



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

1. Name of conveying party(ies):
PDS Instrumentation, Inc.

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

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

2. Name and address of receiving party(ies)
Name: **Ferraris Group, Inc.**

Internal Address:
Street Address: **4 Center Drive**
City: **Orchard Park** State: **NY** Zip: **14127**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State **Colorado**
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **August 19, 2000**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
74/284,639

B. Trademark Registration No.(s)
1,801,979

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Cynthia Smith Cain**
Internal Address:
Street Address: **Tower I, Suite 1000
1515 Arapahoe Street**
City: **Denver** State: **CO** Zip: **80202**

6. Total number of application and registrations involved **1**

7. Total fee (37 CFR 3.41)..... \$ **40.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
501374
(Attach 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.

Cynthia Smith Cain *Cynthia Smith Cain* **6-4-01**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **3**

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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**ARTICLES OF MERGER
OF
PDS INSTRUMENTATION, INC.
INTO
FERRARIS GROUP, INC.**

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE
2000112499 C
\$ 20.00
SECRETARY OF STATE
11 15 2000

The undersigned corporations, pursuant to Section 7-111-101 of the Colorado Revised Statutes, hereby execute the following Articles of Merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
PDS Instrumentation, Inc.	Colorado
Ferraris Group, Inc.	Colorado

ARTICLE TWO

The Agreement and Plan of Merger under which the corporations propose to merge is attached hereto as Exhibit A.

ARTICLE THREE

The surviving corporation shall be Ferraris Group, Inc. ("Ferraris").

ARTICLE FOUR

The Articles of Incorporation of Ferraris shall be the Articles of Incorporation of the surviving corporation.

ARTICLE FIVE

As to each corporation, the number of shares voted for the Agreement and Plan of Merger was sufficient for approval.

ARTICLE SIX

The effective date of the merger shall be the date of filing of these Articles of Merger with the Secretary of State of the State of Colorado.

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IN WITNESS WHEREOF each of undersigned corporations has caused these Articles of Merger to be executed in its name on this 19 day of August, 2000.

PDS INSTRUMENTATION, INC.


By:



Arlin Lehman, President

FERRARIS GROUP, INC.

By:



David Malys, President

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