

07-05-2001



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To the Honorable Commissioner of Pa

... original documents or copy thereof.

1. Name of conveying party(ies): Alysis Technologies, Inc.

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

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

2. Name and address of receiving party(ies) Name: Pitney Bowes docsense, Inc.

Internal Address:

Street Address: 1 Elmcroft Road City: Shelton State: CT Zip: 06926

- 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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: May 3, 2001 & May 11, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,462,699; 2,462,698; 2,460,394 1,402,916; 1,966,610; 2,319,743 2,460,393

MRO 6/25/01

Additional number(s) attached Yes No

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

Name: Angelo N. Chaclas

Internal Address: 35 Waterview Drive

Shelton, CT 06484

Street Address: 1 Elmcroft Road

City: Stamford State: CT Zip: 06926

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): \$280.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

16-1885

(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.

Angelo N. Chaclas

Name of Person Signing

Angelo N. Chaclas

Signature

June 21, 2001

Date

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

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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**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**MAUI ACQUISITION CORP.**

**INTO**

**ALYSIS TECHNOLOGIES, INC.**

IT IS HEREBY certified that:

1. Maui Acquisition Corp. ("Maui") is a business corporation of the State of Delaware.
2. Maui, as the owner of more than 90% of the outstanding shares of common stock of Alysis Technologies, Inc. ("Alysis"), a business corporation of the State of Delaware and of 100% of the outstanding shares of Alysis class B common stock, hereby merges itself into Alysis (the "Merger"), pursuant to and in accordance with Section 253 of the General Corporation Law of the State of Delaware ("DGCL").
3. The Merger has been approved by Pitney Bowes Inc. ("PB"), the sole stockholder of Maui, pursuant to and in accordance with Section 228 of the DGCL.
4. On May 2, 2001, the Board of Directors of Maui adopted the following resolutions to merge Maui into Alysis:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware ("DGCL"), Maui Acquisition Corp. ("Maui") shall be merged into Alysis Technologies, Inc. ("Alysis" and, after the Effective Time (as defined below), the "Surviving Corporation"), subject to the following terms and conditions (the "Merger"):

- (a) The Surviving Corporation shall continue to be incorporated and duly organized under the laws of the State of Delaware. Maui shall be the merged corporation and its separate existence shall thereupon cease.
- (b) The effective date of the Merger (the "Effective Time") shall be the date of filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.
- (c) The Certificate of Incorporation of Maui, as in effect immediately prior to the Effective Time, shall from and after the Effective Time constitute the Certificate of Incorporation of the Surviving Corporation, until thereafter restated or amended in accordance with applicable law, provided however, that Article I of the

Certificate of Incorporation of the Surviving Corporation shall be amended to read in its entirety as follows:

**"ARTICLE I." The name of the Corporation is Alysis Technologies, Inc. (the "Corporation").**

(d) The By-laws of Maui, as in effect immediately prior to the Effective Time, shall from and after the Effective Time become the By-laws of the Surviving Corporation, until thereafter amended or restated as provided therein.

(e) The officers and directors of Maui in office on the Effective Time shall become the officers and directors of the Surviving Corporation, to hold office in accordance with the Certificate of Incorporation and the By-laws of the Surviving Corporation and until their respective death, resignation or removal or until their successors have been duly elected and qualified in accordance with applicable law.

(f) From and after the Effective Time, the Surviving Corporation shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of each of Maui and Alysis.

(g) Each share of common stock of Alysis, par value \$0.01 per share (each, a "Common Share"), and each share of class B common stock of Alysis, par value \$0.01 per share (each, a "Class B Share" and together with the Common Shares, the "Shares"), issued and outstanding immediately prior to the Effective Time (other than (i) Shares owned by Pitney Bowes Inc. ("PB"), Maui or by any subsidiary or affiliate of PB, Maui or by Alysis, all of which shall be canceled without any consideration being exchanged therefor and (ii) Shares for which appraisal rights have been demanded in accordance with Section 262 of the DGCL) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Time into the right to receive in cash an amount per Share (subject to any applicable withholding tax) equal to \$1.39 per Share, without interest, upon the surrender of the certificate representing such Shares.

(h) Each share of series B preferred stock of Alysis, par value \$0.01 per share (the "Preferred Shares"), issued and outstanding immediately prior to the Effective Time shall, in accordance with Alysis' Certificate of Designation, Preference and Rights of Series B Preferred Stock, as filed with the Secretary of State of the State of Delaware on July 29, 1999 (the "Certificate of Designation"), and by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Time into the right to receive the Liquidation Preference (as such term is defined in the Certificate of Designation), as calculated as of the Effective Time, without interest, upon surrender of the certificate representing such Preferred Shares.

(i) Each share of common stock, par value \$0.01 per share, of Maui issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become one share of common stock, par value \$0.01 per share, of the Surviving Corporation.

(j) The President, Treasurer, Secretary, Vice President, Assistant Treasurers, Assistant Secretaries and any other officer of the Surviving Corporation (the "Designated Officers") shall be, and each of them hereby is, authorized to execute, and the Secretary or Assistant Secretary of the Surviving Corporation is hereby authorized to attest to the execution of, a Certificate of Ownership and Merger of Maui into Alysis, and the Designated Officers shall be, and each of them hereby is, authorized to cause the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware.

(k) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the Merger may be amended, and the Merger may be terminated and abandoned, to the fullest extent permitted by law, by the board of directors of Maui at any time prior to the date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

RESOLVED, that the Designated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of Maui or its subsidiaries, to take any action (including, without limitation, the payment of expenses) and to execute (by manual or facsimile signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary or appropriate to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby and that the authority of such officers to execute and deliver any of such documents and instruments, including without limitation any modification, extension or expansion, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in the name and on behalf of Maui as of May 3, 2001.

MAUI ACQUISITION CORP.

By: /s/ Brian M. Baxendale  
Name: Brian M. Baxendale  
Title: President and Chief Executive Officer

Attest:

/s/ Karl H. Schumacher  
Executive Vice President, Operations, Secretary

State of Delaware  
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ALYSIS TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "ALYSIS TECHNOLOGIES, INC." TO "PITNEY BOWES DOCSENSE, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MAY, A.D. 2001, AT 1 O'CLOCK P.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1130489

DATE: 05-11-01

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 05/11/2001  
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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ALYSIS TECHNOLOGIES, INC.

Alysis Technologies, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL") DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation duly adopted, pursuant to Sections 141 and 242 of the DGCL, resolutions setting forth this proposed amendment to the Certificate of Incorporation of said Corporation and declaring said amendment to be advisable and directing that such amendment be presented to the sole stockholder of the Corporation for consideration and approval;

SECOND: That the sole stockholder of the Corporation has duly approved said proposed amendment in accordance with Section 242 of the DGCL by executing a written consent of sole stockholder in lieu of meeting in accordance with Section 228 of the DGCL.

THIRD: Section 1 of the Corporation's Certificate of Incorporation is hereby deleted in its entirety and substituted in lieu thereof with the following section:

"1. Name. The name of the corporation is Pitney Bowes docSense, Inc. (the "Corporation")."

IN WITNESS WHEREOF, ALYSIS TECHNOLOGIES, INC. has caused this Certificate to be signed by its authorized officer and duly attested to on this 11th day of May, 2001.

ATTEST

ALYSIS TECHNOLOGIES, INC.

By: /s/ Karl H. Schumacher  
Name: Karl H. Schumacher  
Title: Executive Vice President  
Operations, Secretary

By: /s/ Brian M. Baxendale  
Name: Brian M. Baxendale  
Title: President and Chief Executive  
Officer