

09-10-2001



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**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 08/29/01
- 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
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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)

City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

09/10/2001 AAHMED1 00000021 75814013

01 FC:481 40.00 OP

02 FC:482 150.00 OP

FOR OFFICE USE ONLY

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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

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" value="75814013"/>	<input type="text" value="75814015"/>	<input type="text" value="76060510"/>	<input type="text" value="1654029"/>	<input type="text" value="2030439"/>	<input type="text"/>
<input type="text" value="75748646"/>	<input type="text" value="75814014"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.

Leslie P. Kramer

Leslie P. Kramer

Aug. 29, 2001

Name of Person Signing

Signature

Date Signed

State of Delaware

PAGE 1

Office of the Secretary of State

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:

"VOYANT TECHNOLOGIES, INC.", A COLORADO CORPORATION, WITH AND INTO "VOYANT TECHNOLOGIES, INC." UNDER THE NAME OF "VOYANT TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF AUGUST, A.D. 2000, AT 1:35 O'CLOCK P.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

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AUTHENTICATION: 0605159

DATE: 08-07-00 TRADEMARK

REEL: 002363 FRAME: 0913

RECYCLED PAPER 10% P.C.M.

CERTIFICATE OF MERGER OF

VOYANT TECHNOLOGIES, INC.
a Colorado corporation

WITH AND INTO

VOYANT TECHNOLOGIES, INC.
a Delaware corporation

Voyant Technologies, Inc., a Colorado corporation (the "Company"), DOES HEREBY CERTIFY AS FOLLOWS in accordance with Section 252(c) of the Delaware General Corporation Law:

FIRST: The names of the corporations proposing to merge (the "Constituent Corporations") and the states under which such corporations are incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Voyant Technologies, Inc. ("Voyant Colorado")	Colorado
Voyant Technologies, Inc. ("Voyant Delaware")	Delaware

SECOND: An agreement and plan of merger has been adopted, approved, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the Delaware General Corporation Law and Section 7-111-103 of the Colorado Business Corporations Act (the "Agreement and Plan of Merger").

THIRD: The name of the surviving corporation shall be "Voyant Technologies, Inc." The surviving corporation shall be governed by the laws of the State of Delaware.

FOURTH: The Certificate of Incorporation of Voyant Delaware shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 1499 West 121st Avenue, Colorado 80234.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: Voyant Colorado is authorized to issue fourteen million (14,000,000) shares of common stock, par value \$.001 per share, and six million (6,000,000) shares of preferred stock, par value \$.001 per share.


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Executed and verified this 3rd day of August, 2000.

3

August


VOYANT TECHNOLOGIES, INC.
a Colorado corporation

By: 
William P. Ernstrom
President and Chief Executive Officer

TEST:


Gary Gatchell
Secretary

VOYANT TECHNOLOGIES, INC.
a Delaware corporation

By: 
William P. Ernstrom
President and Chief Executive Officer

TEST:


Gary Gatchell
Secretary