

09-27-2001



101857190

Docket No.:

34172.006.

Tab settings: [arrows]

To the Honorable Commissioner of Patents and Trademarks: Please...

attached original documents or copy thereof.

1. Name of conveying party(ies):

Videonics, Inc., a California corporation

9-24-01

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

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: \_\_\_\_\_

2. Name and address of receiving party(ies):

Name: Focus Enhancements, Inc.

Internal Address: \_\_\_\_\_

Street Address: 1370 Dell Avenue

City: Campbell State: CA ZIP: 95008

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

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
 (Designations must be a separate document from  
 Additional name(s) & address(es)  Yes  N

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

A. Trademark Application No.(s)

75/899880

B. Trademark Registration No.(s)

Additional numbers  Yes  No

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

Name: ~~Charlotte Carberry~~ Susan Hollander

Internal Address: c/o Manatt, Phelps & Phillips, LLP

Street Address: 1001 Page Mill Road, Building 2

City: Palo Alto State: CA ZIP: 94304

6. Total number of applications and registrations involved:.....

one

7. Total fee (37 CFR 3.41):.....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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.

Jennifer S. Fryhling, Esq.

Name of Person Signing

Signature

August 23, 2001

Date

Total number of pages including cover sheet, attachments, and

TRADE MARK

REEL: 002374 FRAME: 0555

*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 MERGER, WHICH MERGES:  
"VIDEONICS, INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "FOCUS ENHANCEMENTS, INC." UNDER THE NAME OF "FOCUS ENHANCEMENTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF APRIL, A.D. 2001, AT 12:30 O'CLOCK P.M.



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

2329532 8100M

AUTHENTICATION: 1313595

010420944

DATE: 08-24-01

TRADEMARK  
REEL: 002374 FRAME: 0556

04/06/01 12:25 FAX 202 463 4394

HANATT PHELPS

STATE OF DELAWARE  
SECRETARY OF STATE 002  
DIVISION OF CORPORATIONS  
FILED 12:30 PM 04/06/2001  
010170412 - 2329532

**CERTIFICATE OF MERGER  
OF  
VIDEONICS, INC.  
INTO  
FOCUS ENHANCEMENTS, INC.**

**Under Section 252 of the  
General Corporation Law of the State of Delaware**

Focus Enhancements, Inc., a corporation organized and existing under the laws of the State of a Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name, state and date of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State and Date of Incorporation</u>
FOCUS ENHANCEMENTS, INC.	Delaware; March 18, 1993
VIDEONICS, INC.	California; July 3, 1986

**SECOND:** That an Agreement and Plan of Merger between FOCUS ENHANCEMENTS, INC. and its wholly owned subsidiary VIDEONICS, INC. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware or the laws of the State of California, as the case may be.

**THIRD:** That the name of the surviving corporation of the merger is FOCUS ENHANCEMENTS, INC.

**FOURTH:** That the Certificate of Incorporation of FOCUS ENHANCEMENTS, INC., a Delaware corporation, the Surviving Corporation, shall be the Certificate of Incorporation of the merged corporation.

**FIFTH:** That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 600 Research Drive, Wilmington, Massachusetts 01887.

**SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.


**SEVENTH:** That the authorized capital stock of VIDEONICS is 30,000,000 shares of common stock, with no par value per share.

04/08/01 12:25 FAX 202 463 4394 MANATT PHELPS

003

IN WITNESS WHEREOF, FOCUS ENHANCEMENTS, INC. has caused this Certificate to be signed by Michael L. D'Addio, its President and C.E.O., who affirms under penalty of perjury that its contents are true this 10 day of March, 2001.

FOCUS ENHANCEMENTS, INC.

By:   
Michael L. D'Addio  
President and C.E.O.