

03-13-2002

Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Videonics, Inc. *2.27.02*

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

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Focus Enhancements, Inc.

Internal Address: _____

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 representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

OFFICE OF PUBLIC RECORDS
2002 FEB 27 PM 3:29
FINANCE SECTION

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

A. Trademark Application No.(s) _____

76/013,735

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Susan E. Hollander, Esq.

Internal Address: _____

Manatt, Phelps & Phillips, LLP

Street Address: 1001 Page Mill Road

Building 2

City: Palo Alto State: CA Zip: 94304-1006

6. Total number of applications and registrations involved: _____

15

7. Total fee (37 CFR 3.41).....\$ 390.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1847

DO NOT USE THIS SPACE

9. Signature.

03/12/2002 DBYRNE 00000060 501847 76013735

01 FC:481

Jeanette S. Fryhling
Name of Person Signing

Jeanette S. Fryhling
Signature

February 12, 2002

Date

5

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

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

CONTINUATION OF ITEM 4

Application No.

Registration No.

75/899,886

2,192,896

75/831,631

2,236,139

76/268,438

2,194,336

2,241,914

2,181,934

2,080,244

2,014,303

1,842,735

1,797,643

1,777,096

1,622,180

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

010420944

AUTHENTICATION: 1313595

DATE: 08-24-01

**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 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.

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 30 day of March, 2001.

FOCUS ENHANCEMENTS, INC.

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