

09-25-2002



Form PTO-1594 (Rev. 03/01)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 03/2002)

Tab settings

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

1. Name of conveying party(ies): Spectra Precision Software, Inc.

9-23-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Georgia 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: December 28, 2001

2. Name and address of receiving party(ies)

Name: Spectra Precision, Inc. Internal Address: 5475 Kellenburger Road

Street Address: City: Dayton State: Ohio Zip: 45424

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1756500; 2283222

Additional number(s) attached Yes No

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

Name: Kimberly Gambrel

Internal Address:

Killworth Gottman Hagan & Schaeff, LLP

Street Address: One South Main Street, Suite 500

One Dayton Centre

City: Dayton State: Ohio Zip: 45402

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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.

Kimberly Gambrel

Name of Person Signing

Signature

September 18, 2002

Date

Total number of pages including cover sheet, attachments, and document: 4

09/24/2002 LNUELLER 00000179 1756500

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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TRADEMARK REEL: 002587 FRAME: 0937

Delaware

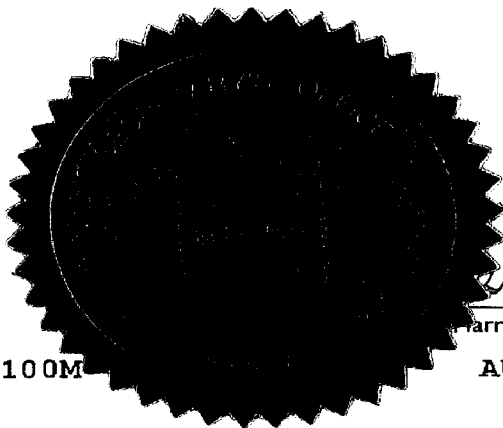
PAGE 1

The First State

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 OWNERSHIP, WHICH MERGES:

"SPECTRA PRECISION SOFTWARE, INC.", A GEORGIA CORPORATION, WITH AND INTO "SPECTRA PRECISION INC." UNDER THE NAME OF "SPECTRA PRECISION INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1753366

020254802

DATE: 05-01-02

TRADEMARK
REEL: 002587 FRAME: 0938

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Spectra Precision Software, Inc.

INTO

Spectra Precision Inc.

Spectra Precision Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 30th day of October, 1995, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Spectra Precision Software, Inc., a corporation incorporated on the 8th day of September, 1983, pursuant to the General Corporation Law of the State of Georgia.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent on the 27th day of December, 2001, determined to and did merge into itself said Spectra Precision Software, Inc.

RESOLVED, that Spectra Precision Inc. merge, and it hereby does merge into itself Spectra Precision Software, Inc. and assumes all of its obligations;

FURTHER RESOLVED, that the merger shall become effective on December 28, 2001 at 8:00 AM Pacific Standard Time;

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Spectra Precision Software, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger;

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of

Directors of Spectra Precision Inc. at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said Spectra Precision Inc. has caused this Certificate to be signed by Irwin Kwatek, its Vice President, this 27th day of December, 2001.

Spectra Precision Inc.

By /s/ Irwin Kwatek
Vice President