

RECORDATION FORM COVER SHEET TRADEMARKS ONLY


U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

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| <p>1. Name of conveying party(ies): Agion Technologies (DE) LLC</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other <u>Delaware Limited Liability Company</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>2. Name and address of receiving party(ies): Agion Technologies, Inc. 60 Audobon Road Wakefield, Massachusetts 01880</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation - <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>Domestic representative is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> |
| <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: December 30, 2002</p> | |


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| <p>4. (A.) Trademark Application No.(s) 76/127361 78/213026</p> | <p>4. (B.) Trademark Registration No.(s) 2,243,472 2,220,833</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> |
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| <p>5. Correspondence should be mailed to:</p> <p>VICTOR M. TANNENBAUM ABELMAN, FRAYNE & SCHWAB 150 East 42nd Street New York, New York 10017-5612</p> | <p>6. Total number of applications and registrations involved:..... 4</p> |
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| <p>CERTIFICATE OF FACSIMILE TRANSMISSION Date of Deposit: <u>December 29, 2003</u> I hereby certify that this correspondence is being facsimile transmitted to the United States Assignment Division, Box Assignments, CG-4, 1213 Jefferson Davis Hwy, Suite 320, Washington, DC 20231. VICTOR M. TANNENBAUM (Name of person mailing paper or fee)</p> <p> _____ (Signature of person mailing paper or fee)</p> | <p>7. Total fee (37 CFR 3.41): \$ <u>115.00</u></p> <p><input type="checkbox"/> Enclosed (The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account Deposit account number: <u>01-0035</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p> |
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8. 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.

VICTOR M. TANNENBAUM  12/29/03
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 2

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STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 03:00 PM 12/30/2002
 020807024 - 3586161

CERTIFICATE OF MERGER

OF

AGION TECHNOLOGIES (DE) LLC, a Delaware limited liability company

AND

AGION TECHNOLOGIES, INC., a Delaware corporation

Pursuant to Section 264(c) of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name and state of incorporation or formation of each of the constituent entities are as follows: (1) AgION Technologies, Inc., a Delaware corporation, and (2) AgION Technologies (DE) LLC, a Delaware limited liability company.

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by AgION Technologies, Inc. and AgION Technologies (DE) LLC in accordance with Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, respectively.

THIRD: The name of the surviving corporation is AgION Technologies, Inc.

FOURTH: The Certificate of Incorporation of AgION Technologies, Inc. shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The Agreement and Plan of Merger is on file at the offices of AgION Technologies, Inc., 60 Audubon Road, Wakefield, MA 01880, the surviving corporation.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of AgION Technologies, Inc. and any member of AgION Technologies (DE) LLC.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by its authorized officer, the 30th day of December, 2002.

AGION TECHNOLOGIES, INC.

By 
 Name: Roger M. Freedman
 Title: Chief Executive Officer

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TRADEMARK

RECORDED: 12/29/2003

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