

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

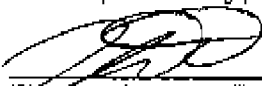
U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

<p>1. Name of conveying party(ies): Agion Technologies L.L.C.</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>Limited Liability Company of Connecticut</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 (DE) LLC 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 type="checkbox"/> Corporation _____ <input checked="" type="checkbox"/> Other <u>Delaware Limited Liability Company</u></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>	


<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:..... <input type="text" value="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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DO NOT USE THIS SPACE

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:

CH \$115.00 010035 76127361

CERTIFICATE OF MERGER**OF****AGION TECHNOLOGIES L.L.C., a Connecticut limited liability company****AND****AGION TECHNOLOGIES (DE) LLC, a Delaware limited liability company**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name and jurisdiction of formation or organization of the domestic limited liability company and the other business entity which is to merge are as follows: (1) AgION Technologies (DE) LLC, a Delaware limited liability company, and (2) AgION Technologies L.L.C., a Connecticut limited liability company.

SECOND: An Agreement and Plan of Merger has been approved and executed by each of AgION Technologies (DE) LLC and AgION Technologies L.L.C.

THIRD: The name of the surviving domestic limited liability company is AgION Technologies (DE) LLC.

FOURTH: The Agreement and Plan of Merger is on file at the offices of AgION Technologies (DE) LLC, 60 Audubon Road, Wakefield, MA 01880, a place of business of AgION Technologies (DE) LLC, the surviving limited liability company.

FIFTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of AgION Technologies (DE) LLC and any member of AgION Technologies L.L.C.

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed by an authorized person, the 30th day of December, 2002.

AGION TECHNOLOGIES (DE) LLC

By: 
 Name: Roger M. Freedman
 Title: Chairman and CEO

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 12/29/03 15:03 POC

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 02:15 PM 12/30/2002
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