

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):</p> <p>Agion Technologies (DE) LLC</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership</p> <p><input type="checkbox"/> Corporation</p> <p><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):</p> <p>Agion Technologies, Inc. 60 Audobon Road Wakefield, Massachusetts 01880</p> <p><input type="checkbox"/> Individual(s) citizenship _____</p> <p><input type="checkbox"/> Association _____</p> <p><input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____</p> <p><input checked="" type="checkbox"/> Corporation - <u>Delaware</u></p> <p><input type="checkbox"/> Other _____</p> <p>Domestic representative is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input checked="" type="checkbox"/> Other - Correction of recordal at Reel 002769, Frame 0648</p> <p>Execution Date: December 30, 2002</p>	

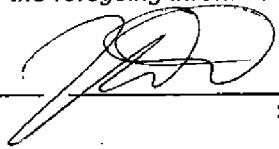
<p>4. (A.) Trademark Application No.(s)</p>	<p>4. (B.) Trademark Registration No.(s)</p> <p>2220883 (instead of 2220833)</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Correspondence 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="1"/></p>
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<p>CERTIFICATE OF FACSIMILE TRANSMISSION Date of Deposit: <u>February 6, 2004</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>40.00</u></p> <p><input type="checkbox"/> Enclosed (The said Deposit Account should be charged for any official fee not full 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  2/6/04
Name of Person Signing Signature Date

Total number of pages comprising cover sheet:

CH \$40.00 010035 2220883

12/29/2003

700058394

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

TRADEMARKS ONLY

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

1. Name of conveying party(ies):
 Agion Technologies (DE) LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other Delaware Limited Liability Company

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

2. Name and address of receiving party(ies):
 Agion Technologies, Inc.
 60 Audubon Road
 Wakefield, Massachusetts 01880

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

Domestic representative is attached: Yes No
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: December 30, 2002

4. (A.) Trademark Application No.(s)
 76/127361
 78/213026

4. (B.) Trademark Registration No.(s)
 2,243,472
 2,220,833


Additional numbers attached? Yes No

5. Correspondence should be mailed to:

VICTOR M. TANNENBAUM
ABELMAN, FRAYNE & SCHWAB
 150 East 42nd Street
 New York, New York 10017-5612

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

CERTIFICATE OF FACSIMILE TRANSMISSION
 Date of Deposit: December 29, 2003
 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 fax)


 (Signature of person mailing paper or fax)

7. Total fee (37 CFR 3.41): \$ 115.00

Enclosed
 (The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)

Authorized to be charged to deposit account
 Deposit account number: 01-0035
 (Attach duplicate copy of this page if paying by deposit account)

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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
 Name of Person Signing


 Signature

12/29/03
 Date

Total number of pages comprising cover sheet:

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 03:00 PM 12/30/2002
 020807024 - 3586181

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

01/21/04

*** TOTAL PAGE: 02 ***