

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Videonics, Inc.		03/30/2001	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Focus Enhancements, Inc.		
Street Address:	1370 Dell Avenue		
City:	Campbell		
State/Country:	CALIFORNIA		
Postal Code:	95008		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2181934	POWER SCRIPT	
CORRESPONDENCE DATA			
Fax Number:	(650)213-0260		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(650)812-1300		
Email:	patrademarks@manatt.com		
Correspondent Name:	Manatt, Phelps & Phillips, LLP		
Address Line 1:	1001 Page Mill Road, Building 2		
Address Line 4:	Palo Alto, CALIFORNIA 94304		
ATTORNEY DOCKET NUMBER:	34172.006		
NAME OF SUBMITTER:	Charlotte C. Carberry, Paralegal		
Total Attachments: 3			
source=Videonics Merger Docs#page1.tif			
source=Videonics Merger Docs#page2.tif			
source=Videonics Merger Docs#page3.tif			

CH \$40.00 2181934

State of Delaware
Office of the Secretary of State PAGE 1

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

AUTHENTICATION: 1313595

010420944

DATE: 08-24-01

TRADEMARK
REEL: 002789 FRAME: 0790

**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 a 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.

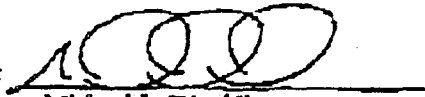
SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

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.