

FORM PTO 1594 **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE
 Patent and Trademark Office

TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Aris Technologies, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation of the State of Massachusetts, USA
 Other:

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

2. Name and address of receiving party(ies):

Name: **Verance Corporation**
 Internal Address: _____
 Street Address: **10145 Pacific Heights Boulevard
 Suite 200**
 City: **San Diego**
 State: **California**
 Zip Code: **92121**
 Country: **United States of America**

Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation of the State of Delaware, USA
 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 names(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date:
 Effective Date: **March 31, 2002**

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

A. Trademark Application No(s).
 B. Trademark Registration No(s).
2,186,922

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: **1**

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

Name: **Barry R. Lipsitz**
 Internal Address: _____
 Street Address: **755 Main Street
 Building No. 8**
 City: **Monroe** State: **CT** ZIP: **06468**


7. Total fee (37 CFR 3.41).....\$ **40.00**

Enclosed
 Authorized to be charged to deposit account no. 50-0625

8. Deposit account number:
 The Commissioner is hereby authorized to charge any deficiency in the payment of the required fee(s) or credit any overpayment to Deposit Account No. 50-0625.

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.

Barry R. Lipsitz  **April 28, 2004**

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FROM LATHAM & WATKINS LLP NO. CNTY 858 523 5 (MON) 3.29'04 14:25/ST.14:24/NO.4861934248 P 2

Delaware

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The First State

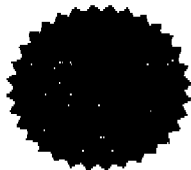
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ARIS TECHNOLOGIES, INC.", A MASSACHUSETTS CORPORATION,
"SOLANA TECHNOLOGY DEVELOPMENT CORP.", A CALIFORNIA CORPORATION,

WITH AND INTO "VERANCE CORPORATION" UNDER THE NAME OF "VERANCE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2002.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1664523

DATE: 03-14-02

FROM LATHAM & WATKINS LLP NO. CNTY 858 523 5 (MON) 3.29'04 14:25/ST. 14:24/NO. 4861334248 P 3

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/12/2002
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CERTIFICATE OF OWNERSHIP AND MERGER
of
SOLANA TECHNOLOGY DEVELOPMENT CORP.
(a California corporation)
and
ARIS TECHNOLOGIES, INC.
(a Massachusetts corporation)
into
VERANCE CORPORATION
(a Delaware corporation)

It is hereby certified that:

1. **VERANCE CORPORATION** (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The constituent business corporations participating in the merger herein certified are:
 - (i) Solana Technology Development Corp., which is incorporated under the laws of the State of California; and
 - (ii) Aris Technologies, Inc., which is incorporated under the laws of the Commonwealth of Massachusetts.
3. The Corporation is the owner of all of the outstanding shares of each class of stock of Solana Technology Development Corp. (also referred to herein as "Solana" or the "California Subsidiary Corporation"), which is a business corporation of the State of California.
4. The laws of the jurisdiction of organization of Solana permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
5. The Corporation hereby merges Solana into the Corporation.
6. The following is a copy of the resolutions adopted on December 21, 2001, by the Board of Directors of the Corporation to merge the said California Subsidiary Corporation into the Corporation.

"RESOLVED that Solana Technology Development Corp., a California corporation ("Solana" or the "California Subsidiary Corporation"), be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of the California Subsidiary Corporation be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the California Subsidiary Corporation in its name.

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RESOLVED that this Corporation assume all of the obligations of the California Subsidiary Corporation.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of California, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of the California Subsidiary Corporation and of this Corporation and in any other appropriate jurisdiction.

RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be March 31, 2002, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time."

It is hereby further certified that:

1. The Corporation is the owner of all of the outstanding shares of each class of stock of Aris Technologies, Inc. (also referred to herein as "Aris" or the "Massachusetts Subsidiary Corporation"), which is a business corporation of the Commonwealth of Massachusetts.
2. The laws of the jurisdiction of organization of Aris permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Aris into the Corporation.
5. The following is a copy of the resolutions adopted on December 21, 2002, by the Board of Directors of the Corporation to merge the said Massachusetts Subsidiary Corporation into the Corporation.

"RESOLVED that Aris Technologies, Inc., a Massachusetts corporation ("Aris" or the "Massachusetts Subsidiary Corporation"), be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of the Massachusetts Subsidiary Corporation be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Massachusetts Subsidiary Corporation in its name.

RESOLVED that this Corporation assume all of the obligations of the Massachusetts Subsidiary Corporation.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the Commonwealth of Massachusetts, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of the Massachusetts Subsidiary Corporation and of this Corporation and in any other appropriate jurisdiction.

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RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be March 31, 2002, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time."

Executed on March 8, 2002

VERANCE CORPORATION

By: _____

Bob Consoli
President