

**CERTIFICATE OF FACSIMILE TRANSMISSION**  
I hereby certify that this paper is being transmitted

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the date shown below to the U.S. PATENT AND  
TRADEMARK OFFICE, ATTENTION:

Assignment Recordation Services

Form PTO-1594 (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**  
ASPEN ELECTRONICS CORPORATION

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other \_\_\_\_\_
- Association
- Limited Partnership

Citizenship (see guidelines) \_\_\_\_\_

Execution Date(s) 12-17-2003

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance:**

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

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

Additional names, addresses, or citizenship attached?  Yes  No

Name: ANTON/BAUER, INC.

Internal

Address: \_\_\_\_\_

Street Address: 14 PROGRESS DRIVE

City: SHELTON

State: CT

Country: USA Zip: 06484

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship DELAWARE
- Other \_\_\_\_\_ Citizenship \_\_\_\_\_

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)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

76/503154  
76/503153

B. Trademark Registration No.(s)

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Kevin H. Vanderleeden

Internal Address: \_\_\_\_\_

Street Address: 1350 Main Street, Fifth Floor

City: Springfield

State: MA Zip: 01103

Phone Number: (413) 736-5401

Fax Number: (413) 733-4543

Email Address: vanderleeden@ip-lawyers.com

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

2

**7. Total fee (37 CFR 2.6(b)(8) & 3.41)** \$ 65.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_ 5261

b. Deposit Account Number 130235 (File No. 17/73)  
Authorized User Name Kevin H. Vanderleeden

**9. Signature:**

Signature

2/11/05

Date

Kevin H. Vanderleeden

Name of Person Signing

Total number of pages including cover sheet, attachments and document.

7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

# Delaware

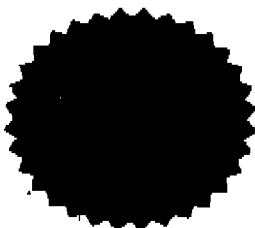
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*The First State*

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 MERGER, WHICH MERGES:

"ASPEN ELECTRONICS CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "ANTON/BAUER, INC." UNDER THE NAME OF "ANTON/BAUER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003, AT 5:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2825588

030821092

DATE: 12-19-03  
TRADEMARK

REEL: 003035 FRAME: 0399

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:07 PM 12/17/2003  
FILED 05:01 PM 12/17/2003  
SRV 030815601 - 2714699 FILE

**CERTIFICATE OF MERGER**

**OF**

**ANTON/BAUER, INC.**

**(a Delaware corporation)**

**AND**

**ASPEN ELECTRONICS CORPORATION**

**(a Delaware corporation)**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Anton/Bauer, Inc., which is incorporated under the laws of the State of Delaware; and

(ii) Aspen Electronics Corporation, which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Anton/Bauer, Inc., which will continue its existence as the surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Anton/Bauer, Inc. as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the constituent corporations is on file at an office of the surviving corporation, the address of which is as follows:

Anton/Bauer, Inc.

14 Progress Drive  
Shelton, CT 06484

6. A copy of the Agreement of Merger will be furnished by the surviving corporation, on request, and without cost, to any stockholder of each of the constituent corporations.

7. The Agreement of Merger between the constituent corporations provides that the merger certified herein shall be effective on December 31, 2003.

Dated: December 17, 2003

**ANTON/BAUER, INC.**

By:   
Michael L. Martell, Secretary

**ASPEN ELECTRONICS CORPORATION**

By:   
Michael L. Martell, Secretary

**AGREEMENT OF MERGER**

of

**ANTON/BAUER, INC.**

**(a Delaware corporation)**

and

**ASPEN ELECTRONICS CORPORATION**

**(a Delaware corporation)**

**AGREEMENT OF MERGER** approved on December 17, 2003 by Anton/Bauer, Inc., a business corporation of the State of Delaware, by resolution adopted by its Board of Directors on that date, and approved on December 17, 2003 by Aspen Electronics Corporation, a business corporation of the State of Delaware, by resolution adopted by its Board of Directors on that date.

**WHEREAS**, Anton/Bauer, Inc. is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware 19808 (Corporation Service Company is the corporation's registered agent at that address); and

**WHEREAS**, the total number of shares of stock which Anton/Bauer, Inc. has authority to issue is 3,000 shares, all of which are of one class and with par value of \$.01 each; and

**WHEREAS**, Aspen Electronics Corporation is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware 19808 (Corporation Service Company is the corporation's registered agent at that address); and

**WHEREAS**, the total number of shares of stock which Aspen Inc. has authority to issue is 1,000 shares, all of which are of one class and without par value; and

**WHEREAS**, Anton/Bauer, Inc. and Aspen Electronics Corporation and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and in the best interests of these corporations and their respective stockholders to merge Anton/Bauer, Inc. and Aspen Electronics Corporation pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth; and

**WHEREAS**, for federal income tax purposes, it is intended that the merger shall qualify as a reorganization within the meaning of Section 368(a)(1) (A) of the Internal Revenue Code of 1986, as amended.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreement of the parties hereto, all of which have been duly approved by a resolution adopted by the Board of Directors of Anton/Bauer, Inc. and duly approved by a resolution adopted by the Board of Directors of Aspen Electronics Corporation, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth in this Agreement.

1. Anton/Bauer, Inc. and Aspen Electronics Corporation shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, that being Anton/Bauer, Inc. which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as the surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

2. The separate existence of Aspen Electronics Corporation, which is hereinafter sometimes referred to as the "terminating corporation", shall cease and the same effective time in accordance with the provisions of the General Corporation Law of the State of Delaware.

3. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation.

4. The present by-laws of the surviving corporation will be the by-laws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

5. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the then current officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

6. All the issued and outstanding shares of the terminating corporation and surviving corporation are owned by the same shareholder, i.e., the same parent

corporation. Each issued share of the terminating corporation shall, at the effective time of the merger, be surrendered for cancellation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each such share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

7. In the event that this Agreement of Merger shall have been fully adopted on behalf of the terminating corporation and on behalf of the surviving corporation in accordance with the provisions of the General Corporation Laws of the State of Delaware, these corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the law of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein described.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein described.

9. Notwithstanding the full adoption of this Agreement of Merger, this Agreement of Merger may be terminated at any time prior to the filing of the Agreement of Merger or a Certificate of Merger with the Secretary of State of Delaware in the event the Board of Directors of Anton/Bauer, Inc. and the Board of Directors of Aspen Electronics Corporation both approve terminating the Agreement of Merger prior to the filing of the Agreement of Merger or a Certificate of Merger.

10. The effective time of the Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be December 31, 2003.

Dated: December 17, 2003

**ANTON/BAUER, INC.**

By:   
Michael L. Martell, Secretary

**ASPEN ELECTRONICS CORPORATION**

By:   
Michael L. Martell, Secretary