

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/30/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Teledyne MGD, Inc.	FORMERLY MGD Technologies Inc.	11/30/2005	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	TI Merger Sub, Inc.
Street Address:	12333 West Olympic Blvd.
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90064
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	78468597	ACCQMIN

**CORRESPONDENCE DATA**

Fax Number: (619)294-8674  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (619) 294-2922  
 Email: Denise@Charmasson.com  
 Correspondent Name: Denise E. Jones  
 Address Line 1: 1545 Hotel Circle South  
 Address Line 2: Suite 150  
 Address Line 4: San Diego, CALIFORNIA 92108

ATTORNEY DOCKET NUMBER:	050592
NAME OF SUBMITTER:	Denise E. Jones

Signature:	/Denise E. Jones/
Date:	03/15/2006
<p>Total Attachments: 11</p> <p>source=050592 dej merge#page1.tif source=050592 dej merge#page2.tif source=050592 dej merge#page3.tif source=050592 dej merge#page4.tif source=050592 dej merge#page5.tif source=050592 dej merge#page6.tif source=050592 dej merge#page7.tif source=050592 dej merge#page8.tif source=050592 dej name#page1.tif source=050592 dej name#page2.tif source=050592 dej name#page3.tif</p>	

**State of California**  
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 8 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 09 2005

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON  
Secretary of State

A0637118

AGREEMENT OF MERGER  
MERCING  
TI MERGER SUB, INC.  
WITH AND INTO  
MGD TECHNOLOGIES INC.

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

NOV 30 2005

November 30, 2005

Pursuant to Section 1103 of the California General Corporation Law ("CGCL"), MGD Technologies Inc., a California corporation, hereby submits the following agreement of merger ("Agreement of Merger") and applicable officers' certificates, whereby TI Merger Sub, Inc., a California corporation, will merge with and into MGD Technologies Inc. (the "Merger").

1. Corporations. The names and places of incorporation of the corporations planning to merge pursuant to this Agreement of Merger are as follows:

- (a) MGD Technologies Inc., a California corporation ("MGD"); and
- (b) TI Merger Sub, Inc., a California corporation ("Merger Sub").

2. Surviving Corporation. MGD shall be the surviving corporation of the Merger (MGD is sometimes hereinafter referred to as the "Surviving Corporation"). The separate existence of Merger Sub shall cease upon the effective date of the Merger (the "Effective Date"). The Effective Date, as used herein, shall mean 11:59 p.m. (Pacific Daylight Time) on the date on which this Agreement of Merger has been duly filed with the Secretary of State of California. The Merger shall have the effects set forth in Section 1107 of the CGCL and all other effects specified in the CGCL.

3. Articles of Incorporation. The Articles of Incorporation of MGD upon the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the CGCL, except that Article I of the Articles of Incorporation of the Surviving Corporation shall be amended and restated to read as follows: "The name of this Corporation is Teledyne MGD, Inc."

4. Directors and Officers. The directors of Merger Sub immediately before the Effective Date will be the directors of the Surviving Corporation and the officers of Merger Sub immediately before the Effective Date will be the Surviving Corporation's officers.

5. Boards of Directors' Approval. The Boards of Directors of MGD and Merger Sub, respectively, have approved the terms of this Agreement of Merger.

6. Shareholders' Approval. The shareholders of MGD and Merger Sub, respectively, have approved the terms of this Agreement of Merger.

7. Effect on Capital Stock. At the Effective Date, by virtue of the Merger and without any further action on the part of MGD, Merger Sub or the shareholders of such entities:

(a) Capital Stock of Merger Sub. Each issued and outstanding share of capital stock of Merger Sub will be converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation.

(b) Conversion of MGD Common Stock. Each share of MGD Common Stock (the "Company Stock") issued and outstanding immediately prior to the Effective Date will be converted into the right to receive \$25.50 per share (the "Closing Date Merger Consideration"). After the Effective Time and until surrendered for payment, each Company Stock certificate and any uncertificated security (as defined in Section 191.1 of the CGCL) representing a share of Company Stock will represent only the right to receive the Closing Date Merger Consideration, without interest.

(c) Options. At the Effective Time, each option and warrant for purchase of Company Stock (the "Company Option") will be terminated and converted into the right to receive from the Surviving Corporation an amount of cash equal to the product of (i) the number of shares of Company Stock subject to the Company Option (which shall have been deemed to be fully vested and exercisable) and (ii) the excess, if any, of the Closing Date Merger Consideration over the exercise price per share of such Company Option (the "Option Consideration"), with no payment being required when the difference is not a positive number. The Board of Directors of the Company shall take any and all action necessary to effectuate the matters described herein on or before the Effective Time. Any amounts payable pursuant to this section shall be subject to any required withholding of taxes and shall be paid without interest.


(d) Treasury Shares. At the Effective Time, each share of Company Stock held in the MGD's treasury shall be cancelled without payment of any consideration.

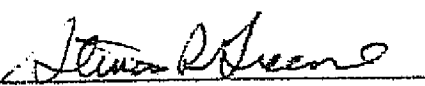
8. Filing without Certificate of Satisfaction. In accordance with Section 1107.5 of the CGCL, (i) the articles of incorporation of Merger Sub were filed less than 60 days prior to the date of filing of the merger and (ii) the Surviving Corporation is a domestic corporation, and therefore, Merger Sub is not required to obtain a certificate of satisfaction from the Franchise Tax Board in connection with this Merger.

9. Further Assurances. Merger Sub and MGD shall, from time to time, take all such actions, and execute and deliver, or cause to be executed and delivered, all such instruments and documents, as may be deemed necessary or advisable to carry out the intent and purpose of the Merger.

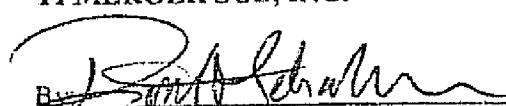
IN WITNESS WHEREOF, the duly authorized, undersigned officers execute the Agreement of Merger on behalf of their respective corporations on the date first written above.

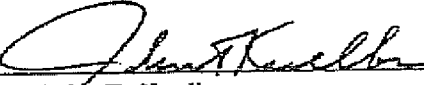
**MGD Technologies Inc.**

By:   
Name: Gary N. Skipper  
Its: President and Secretary

By:   
Name: Steve Greene  
Its: Chief Financial Officer, Treasurer  
and Assistant Secretary

**TI MERGER SUB, INC.**

By:   
Name: Robert Mehrabian  
Its: Chairman of the Board and Chief  
Executive Officer

By:   
Name: John T. Kuelbs  
Its: Executive Vice President, General  
Counsel and Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

**November 30, 2005**

The undersigned certify that:

1. They are the Chairman of the Board and Chief Executive Officer and Executive Vice President, General Counsel and Secretary, respectively, of TI Merger Sub, Inc., a California corporation ("Merger Sub").

2. The Agreement of Merger in the form attached was duly approved by the board of directors of Merger Sub.

3. The principal terms of the Agreement of Merger in the form attached were approved by Merger Sub by a vote of the number of shares which exceeded the vote required.

4. Merger Sub has only one class of shares and the total number of outstanding shares entitled to vote on the Merger is 1,000.

5. The percentage vote required for the approval of the outstanding shares (as defined in Section 152 of the California General Corporation Law) was more than fifty percent.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct to their own knowledge.

*[Signature page follows]*

Executed on November 30, 2005.



Robert Mehrabian  
Chairman of the Board and Chief Executive  
Officer



John E. Kuelbs  
Executive Vice President, General Counsel  
and Secretary



**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

November 30, 2005

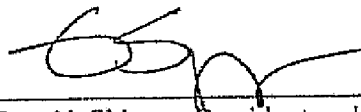
The undersigned certify that:

1. They are the President and Secretary and Chief Financial Officer, Treasurer and Assistant Secretary, respectively, of MGD Technologies Inc., a California corporation ("MGD").
2. The Agreement of Merger in the form attached was duly approved by the board of directors of MGD.
3. The principal terms of the Agreement of Merger in the form attached were approved by MGD by a vote of the number of shares which exceeded the vote required.
4. There is only one class of shares and the number of shares outstanding and entitled to vote on the Merger is 150,000.
5. The percentage vote required for the approval of the outstanding shares (as defined in Section 152 of the California General Corporation Law) was more than fifty percent.


The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct to their own knowledge.

*[Signature page follows]*

Executed on November 30, 2005.



Gary N. Skipper, President and Secretary



Steve Greene, Chief Financial Officer,  
Treasurer and Assistant Secretary





State of California  
Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of  2  page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 21 2005

BRUCE McPHERSON  
Secretary of State

A0637736

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TELEDYNE MGD, INC.,  
a California corporation

DEC 1 2 2005

Douglas M Grant and Melanie S. Cibik certify that:

1. They are the duly elected and acting President and Chief Operating Officer and Vice President and Assistant Secretary, respectively, of Teledyne MGD, Inc., a California corporation.
2. The Articles of Incorporation of the corporation shall be amended and restated to read in full as follows:

Name

One: The name of the corporation is Teledyne MGD, Inc.

Purpose

Two: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

Authorized Shares

Three: The total number of shares which the corporation is authorized to issue is forty million (40,000,000) shares of capital stock all of which shall be designated "Common Stock".

Director Liability

Four: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Indemnification of Agents

Five: The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the

TRADEMARK

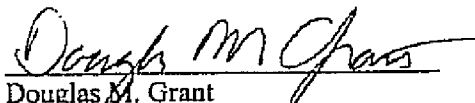
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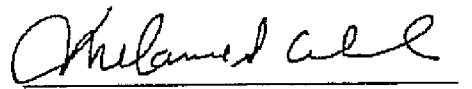
California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

3. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors of the Corporation.

4. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the required vote of the shareholders of this Corporation in accordance with Sections 902 and 903 of the California General Corporation Law. The Corporation has only one class of shares and the total number of outstanding shares entitled to vote with respect to the foregoing Amended and Restated Articles of Incorporation is 150,000 shares. The number of shares voting in favor of the foregoing Amended and Restated Articles of Incorporation exceeded the vote required, such percentage vote required for the approval of the outstanding shares being more than fifty percent.

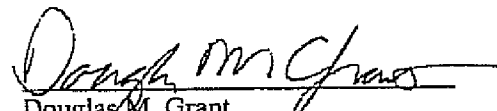
The undersigned have executed these Amended and Restated Articles of Incorporation on December 5, 2005.

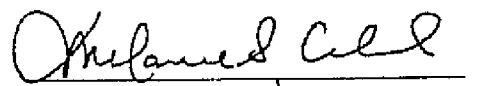
  
Douglas M. Grant  
President and Chief Operating Officer

  
Melanie S. Cibik  
Vice President and Assistant Secretary

Each of the undersigned declares under penalty of perjury under the laws of the State of California that he or she has read the foregoing Amended and Restated Articles of Incorporation and knows the contents thereof and that the same is true of his or her own knowledge.

Executed at Los Angeles, California, on December 5, 2005.

  
Douglas M. Grant  
President and Chief Operating

  
Melanie S. Cibik  
Vice President and Assistant Secretary

