

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 04/02/2007 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------|----------|----------------|---------------------------|
| Apogee Photonics, Inc. | | 04/02/2007 | CORPORATION: PENNSYLVANIA |

RECEIVING PARTY DATA

| | |
|-----------------|----------------------------|
| Name: | Cyoptics Acquisition Corp. |
| Street Address: | 9999 Hamilton Blvd. |
| City: | Breinigsville |
| State/Country: | PENNSYLVANIA |
| Postal Code: | 18031 |
| Entity Type: | CORPORATION: PENNSYLVANIA |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|----------------------|---------|-----------|
| Registration Number: | 3051308 | LIM |

CORRESPONDENCE DATA

Fax Number: (650)493-6811
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 650-493-9300
 Email: gcennerazzo@wsgr.com
 Correspondent Name: Kerry Connell
 Address Line 1: 650 Page Mill Road
 Address Line 4: Palo Alto, CALIFORNIA 94304

| | |
|-------------------------|-----------------|
| ATTORNEY DOCKET NUMBER: | 22357-000 |
| NAME OF SUBMITTER: | Kerry Connell |
| Signature: | /Kerry Connell/ |

Date:

04/16/2008

Total Attachments: 7

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Delaware

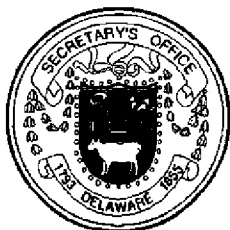
PAGE 1

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:

"CYOPTICS ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "APOGEE PHOTONICS, INC." UNDER THE NAME OF "CYOPTICS ACQUISITION CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF APRIL, A.D. 2007, AT 6:33 O'CLOCK P.M.

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



3214047 8100M

070391011

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5561123

DATE: 04-03-07

TRADEMARK
REEL: 003761 FRAME: 0111

CERTIFICATE OF MERGER

MERGING

**CYOPTICS ACQUISITION CORP.
A DELAWARE CORPORATION**

WITH AND INTO

**APOGEE PHOTONICS, INC.
A DELAWARE CORPORATION**

Pursuant to Section 251 of the General Corporation Law of the State of Delaware

Apogee Photonics, Inc., a Delaware corporation (the "**Company**"), does hereby certify as follows:

FIRST: The name and state of organization of each of the following constituent entities of the merger are as follows:

| <u>Name</u> | <u>State of Organization</u> |
|--------------------------------------------------------------------------------------------|------------------------------|
| CyOptics Acquisition Corp. (" Sub ") | |
| a wholly-owned subsidiary of CyOptics, Inc., a Delaware corporation (" Parent ") | Delaware |
| Apogee Photonics, Inc. | Delaware |

SECOND: Each of the constituent corporations is a corporation duly organized and existing under the laws of their respective state.

THIRD: A Merger Agreement and Plan of Reorganization (the "**Reorganization Agreement**") dated March 13, 2007 by and among Parent, Sub, the Company and certain other parties, setting forth the terms and conditions of the merger of Sub with and into the Company (the "**Merger**"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

FOURTH: The name of the surviving corporation in the Merger (the "**Surviving Corporation**") shall be Apogee Photonics, Inc.

FIFTH: The Certificate of Incorporation of the Surviving Corporation is amended and restated to read in its entirety as set forth in Exhibit A hereto.

SIXTH: An executed copy of the Reorganization Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Apogee Photonics, Inc.
c/o CyOptics, Inc.
9999 Hamilton Blvd.
Breinigsville, PA 18031

SEVENTH: A copy of the Reorganization Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

EIGHTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

NINTH: The Surviving Corporation consents to service of process in the State of Delaware in any proceeding for enforcement of any obligation or any constituent corporation in this state, as well as to enforcement of any obligation of the surviving or resulting corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the General Corporation Law of the State of Delaware. The Surviving Corporation irrevocably appoints the Secretary of State as its agent to accept service of process in any proceeding, and any service of process against the Surviving Corporation served upon the Secretary of State within or without this state shall be mailed to the Surviving Corporation's address above.

IN WITNESS WHEREOF, Apogee Photonics, Inc. has caused this Certificate of Merger to be executed in its corporate name as of the 2nd day of April, 2007.

APOGEE PHOTONICS, INC.

By: /s/ Ettore Coringrato

Name: Ettore Coringrato

Title: President and CEO

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]

TRADEMARK
REEL: 003761 FRAME: 0114

EXHIBIT A

RESTATED CERTIFICATE

**CERTIFICATE OF INCORPORATION OF
CYOPTICS ACQUISITION CORP.**

ARTICLE I

The name of the corporation is CyOptics Acquisition Corp. (the "**Company**").

ARTICLE II

The address of the Company's registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time.

ARTICLE IV

This Company is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is 1,000 with par value of \$0.001 per share.

ARTICLE V

The name and mailing address of the incorporator are as follows:

Phuong Quinby
Wilson Sonsini Goodrich & Rosati, PC
650 Page Mill Road
Palo Alto, CA 94304

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company is expressly authorized to make, alter, amend or repeal the bylaws of the Company.

ARTICLE VII

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

ARTICLE VIII

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time, a director of the Company shall not be personally liable

to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

The Company shall indemnify and hold harmless, to the fullest extent permitted by the Delaware General Corporation Law, or any other applicable law, as the same exists or as may hereafter be amended from time to time, any director or officer of the Company who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Company shall have the power to indemnify and hold harmless, to the extent permitted by the Delaware General Corporation Law, or any other applicable law, as the same exists or as may hereafter be amended from time to time, any employee or agent of the Company who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was an employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE IX

Except as provided in ARTICLE VIII above, the Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.