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SECRET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100726967

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

REEL: 9197 FRAME: 0569

CERTIFICATE OF OWNERSHIP AND MERGER

OF

Zenith Data Systems Corporation
(a Delaware corporation)

INTO

Packard Bell NEC, Inc.
(a Delaware corporation)

It is hereby certified that:

1. Packard Bell NEC, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares (of each class) of the stock of Zenith Data Systems Corporation, which is also a business corporation of the State of Delaware.
3. On March 20, 1997, the Board of Directors of the Corporation adopted the following resolutions to merge Zenith Data Systems Corporation into the Corporation.

RESOLVED that Zenith Data Systems Corporation be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Zenith Data Systems 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 Zenith Data Systems Corporation in its name

RESOLVED that this Corporation shall assume all of the obligations of Zenith Data Systems 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 and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction

Executed on March 20, 1997.

PACKARD BELL NEC, INC

By: 
Samuel M. Surloff, Vice President and General Counsel

FILED 09:00 AM 03/31/1997

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, 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:

"ZENITH DATA SYSTEMS CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "PACKARD BELL NEC, INC." UNDER THE NAME OF
"PACKARD BELL NEC, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 1997, AT 9
O'CLOCK A.M.

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RECORDED: 05/22/1998



Edward J. Freel
Edward J. Freel, Secretary of State

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05-05-98

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REEL: 9197 FRAME: 0571