

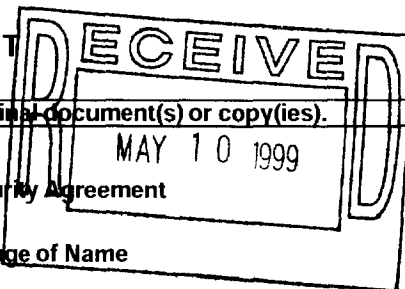
05-17-1999

U.S. Department of Commerce  
Patent and Trademark Office  
**PATENT**



101038818

**RECORDATION FORM COVER SHEET  
PATENTS ONLY**



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- ☒ New
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Document ID#
- ☐ Correction of PTO Error  
Reel #  Frame #
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Reel #  Frame #

**Conveyance Type**

- ☐ Assignment ☐ Security Agreement
- ☐ License ☐ Change of Name
- ☒ Merger ☐ Other

**U.S. Government**  
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☐ Departmental File ☐ Secret File

**Conveying Party(ies)**

☐ Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name (line 1)

12311998

Name (line 2)

**Second Party**

Execution Date  
Month Day Year

Name (line 1)

Name (line 2)

**Receiving Party**

☐ Mark if additional names of receiving parties attached

Name (line 1)

☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached. (Designation must be a separate document from Assignment.)

Name (line 2)

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Address (line 3)     
City State/Country Zip Code

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**PATENT**  
**REEL: 009942 FRAME: 0269**

**Correspondent Name and Address**

Area Code and Telephone Number **703-293-1474**

Name **John Alco**

Address (line 1) **3975 Fair Ridge Drive**

Address (line 2) **Suite 250 North**

Address (line 3) **Fairfax, VA 22033**

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

# **6**

**Application Number(s) or Patent Number(s)**

☐ Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

**Patent Application Number(s)**

**Patent Number(s)**

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**4920263**

**5235190**

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

**Patent Cooperation Treaty (PCT)**

Enter PCT application number  
only if a U.S. Application Number  
has not been assigned.

PCT

PCT

PCT

PCT

PCT

PCT

**Number of Properties**

Enter the total number of properties involved.

# **2**

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$ **80.00**

Method of Payment:  
**Deposit Account**

Enclosed ☒

Deposit Account ☐

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.*

**Brian P. Fimian**

Name of Person Signing

*B. P. Fimian*

Signature

**April 30, 1999**

Date

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

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 MERGER, WHICH MERGES:

"RADONICS, INC.", A VIRGINIA CORPORATION,

WITH AND INTO "U.S. INSPECT, INC." UNDER THE NAME OF "U.S. INSPECT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1998, AT 9:01 O'CLOCK A.M.

2645330 8100M

991147070



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

9691534

AUTHENTICATION:

04-16-99

DATE:

PATENT  
REEL: 009942 FRAME: 0271

**CERTIFICATE OF MERGER**

**Between**

**U.S. INSPECT, INC.**  
(a Delaware corporation, the Surviving Corporation)

**and**

**RADONICS, INC.**  
(a Virginia corporation)

**Under Title 8, §253 of the Delaware General Corporation Law and IRC §368(a) (1) (A)**

**RADONICS, INC., a Virginia corporation ("RADONICS") and U.S. INSPECT, INC., a Delaware corporation (the "Surviving Corporation"), hereby certify to the State of Delaware, Division of Corporations that:**

**FIRST:** RADONICS and the Surviving Corporation agree that RADONICS shall be merged with and into the Surviving Corporation, which shall continue under the name of U.S. INSPECT, INC. The names of the Corporations included in the merger are as set forth above. The Surviving Corporation was incorporated under the general laws of the State of Delaware on August 13, 1996. RADONICS was incorporated under the general laws of the Commonwealth of Virginia on June 2, 1987.

**SECOND:** The principal office of the Surviving Corporation is located at 3975 Fair Ridge Drive, Suite 250, North Tower, Fairfax, Virginia 22033. The principal office of RADONICS is located at 3975 Fair Ridge Drive, Suite 250, North Tower, Fairfax, Virginia 22033.

**THIRD:** The terms and conditions of the merger set forth in this Certificate of Merger were advised, authorized, and approved by the Surviving Corporation in the manner and by the vote required by its Charter and the general laws of the State of Delaware. The manner in which the merger was approved is set forth below.

The terms and conditions of the merger set forth in this Certificate of Merger were advised, authorized, and approved by RADONICS in the manner and by the vote required by its Charter and the general laws of the Commonwealth of Virginia. The manner in which the merger was approved is set forth below.

**FOURTH:** The merger was duly advised by the Board of Directors of the Surviving Corporation in the following manner. The Board of Directors of the Surviving Corporation adopted resolutions declaring that the merger of RADONICS into the Surviving Corporation is advisable and directing that the proposed merger be submitted to the Stockholders for consideration and approval. The resolutions of the Board of Directors were adopted by Unanimous Written

Consent in Lieu of Meeting of the Board of Directors and were signed by all of the Directors of U.S. INSPECT in accordance with Title 8, §141(f) of the Delaware General Corporation Law.

The merger was duly advised by the Board of Directors of RADONICS in the following manner. The Board of Directors of RADONICS adopted resolutions declaring that the merger of RADONICS into the Surviving Corporation is advisable in the form and upon the terms and conditions set forth in this Certificate of Merger and the Articles of Merger to be filed with the Virginia State Corporation Commission, and directing that the proposed merger be submitted to the Stockholders for consideration and approval. The resolutions of the Board of Directors were adopted by Unanimous Written Consent in Lieu of Meeting of the Board of Directors and were signed by all of the Directors of RADONICS in accordance with Section 13.1-685 of the Virginia Stock Corporation Act.

**FIFTH:** The merger was duly approved by the Stockholders of the Surviving Corporation in the following manner. The Stockholders of the surviving Corporation entitled to vote on the proposed merger approved the merger by the affirmative vote of more than two-thirds of all the votes entitled to be cast on the matter, at a duly called special meeting of the Stockholders held December 21, 1998.

The merger was duly approved by the Stockholders of RADONICS in the following manner. The Stockholders of RADONICS approved the merger, in the form and upon the terms and conditions set forth in this Certificate of Merger and the Articles of Merger to be filed with the Virginia State Corporation Commission, at a duly called special meeting of the Stockholders held December 21, 1998.

**SIXTH:** The Certificate of Incorporation of the Surviving Corporation, which has been amended to increase the number of shares of stock which the Surviving Corporation shall have authority to issue and to clarify governing law for purposes of appraisal rights, shall be its Certificate of Incorporation. The present Bylaws, officers, and directors of the Surviving Corporation shall continue to be the Bylaws, officers, and directors of the Surviving Corporation upon the effectiveness of the merger.

**SEVENTH:** The total number of shares of stock which each of the Corporations party to this Certificate of Merger has and shall have authority to issue, the number and par value of the shares of each class, and the aggregate par value of stock are as follows:

(a) RADONICS has authorized one class of capital stock, consisting of Twenty Million (20,000,000) shares of Common Stock. Each share of Common Stock has a par value of \$0.01.

(b) The amended Certificate of Incorporation of the Surviving Corporation shall have authorized one class of capital stock, consisting of Twenty Million (20,000,000) shares of Common Stock. Each share of Common Stock shall have a par value of \$0.01.

**EIGHTH:** At and as of the effective time of the merger, each share of the issued and outstanding Common Stock of RADONICS held by its Stockholders shall be surrendered and cancelled. The Stockholder of RADONICS shall receive, in exchange for each one (1) share of

RADONICS so surrendered and cancelled, one (1) share of the Common Stock of the Surviving Corporation. The issued shares of the Common Stock of the Surviving Corporation, consisting of Ten Thousand (10,000) shares of Common Stock with a par value of \$0.01, all held by RADONICS, shall be surrendered and cancelled.

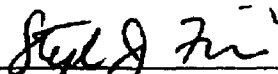
**NINTH:** The effective time of the merger shall be 5 o'clock p.m., December 31, 1998.

**TENTH:** This Certificate of Merger shall be held on file at the principal office of the Surviving Corporation. A copy of this Certificate of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the Surviving Corporation or RADONICS.

IN WITNESS WHEREOF, this Certificate of Merger is hereby signed for and on behalf of U.S. INSPECT, INC. by its President, who hereby acknowledges that this Certificate of Merger is an act of that Corporation, and who hereby states under the penalties for perjury that the matters and facts set forth herein with respect to authorization and approval of the merger are true in all material respects to the best of his knowledge, information, and belief. This Certificate of Merger have been signed for and on behalf of RADONICS, INC. by its President, who hereby acknowledges that this Certificate of Merger is an act of that Corporation, and who hereby states under the penalties for perjury that the matters and facts set forth herein with respect to the authorization and approval of the merger are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

RADONICS, INC.

  
\_\_\_\_\_  
Stephen J. Fimian, Secretary

By:  (SEAL)  
\_\_\_\_\_  
Brian P. Fimian, President

ATTEST:

U.S. INSPECT, INC.

  
\_\_\_\_\_  
Stephen J. Fimian, Secretary

By:  (SEAL)  
\_\_\_\_\_  
Brian P. Fimian, President