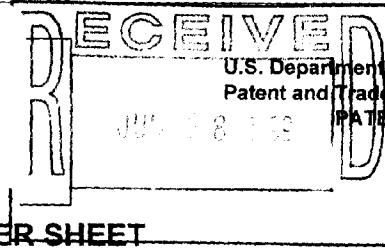


06-30-1999



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RECORDATION FORM COVER SHEET
PATENTS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
 - License
 - Merger
 - Security Agreement
 - Change of Name
 - Other
- U.S. Government**
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- Departmental File
 - Secret File

Conveying Party(ies)

- Mark if additional names of conveying parties attached
- Name (line 1) Execution Date Month Day Year

- Name (line 2)
- Second Party**
- Name (line 1) Execution Date Month Day Year
- Name (line 2)

Receiving Party

- Mark if additional names of receiving parties attached

- Name (line 1)
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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.)

Domestic Representative Name and Address

Enter for the first Receiving Party only.

- Name
- Address (line 1)
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Correspondent Name and Address

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Name

Address (line 1)

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Pages

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

#

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)

<input type="text" value="08/940,051"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

If this document is being filed together with a new Patent Application, enter the date the patent application was Month Day Year

Patent Cooperation Treaty (PCT)

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

PCT <input type="text"/>	PCT <input type="text"/>	PCT <input type="text"/>
PCT <input type="text"/>	PCT <input type="text"/>	PCT <input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

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

Method of Payment: Enclosed Deposit Account

Deposit Account

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

Mark M. Takahashi, Reg. No. 38,631

Name of Person Signing


Signature

6/24/99
Date

CERTIFICATE OF MERGER

MERCING

ROCKWELL SCIENCE CENTER, INC.
(a Delaware corporation)

INTO

ROCKWELL SCIENCE CENTER, LLC
(a Delaware limited liability company)

Pursuant to Section 18-209 of the Delaware
Limited Liability Company Act and Section
264 of the Delaware General Corporation Law

ROCKWELL SCIENCE CENTER, LLC, a limited liability
company formed and existing under and by virtue of the
Delaware Limited Liability Company Act ("RSC LLC"), DOES
HEREBY CERTIFY that:

FIRST: RSC LLC is a limited liability company
formed and existing under the laws of the State of Delaware.
Rockwell Science Center, Inc. ("RSC Inc.") is a corporation
organized and existing under the laws of the State of
Delaware.

SECOND: An Agreement and Plan of Merger between
RSC LLC, and RSC Inc. providing for the merger of RSC Inc.
with and into RSC LLC has been approved, adopted, certified,
executed and acknowledged by each of RSC LLC and RSC Inc. in
accordance with the requirements of Section 18-209 of the
Delaware Limited Liability Company Act and Section 264 of
the Delaware General Corporation Law.

THIRD: The name of the surviving limited
liability company is Rockwell Science Center, LLC.

FOURTH: The merger shall be effective upon the filing of this Certificate of Merger in the office of the Secretary of State of the State of Delaware.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of RSC LLC. The address of the principal place of business of RSC LLC is 1049 Camino dos Rios, Thousand Oaks, California 91360.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by RSC LLC, on request and without cost, to any member of RSC LLC and any stockholder of RSC Inc.

IN WITNESS WHEREOF, ROCKWELL SCIENCE CENTER, LLC has caused this Certificate of Merger to be duly executed on this 27th day of August, 1997.

ROCKWELL SCIENCE CENTER, LLC

By: John R. Stocker
Name: John R. Stocker
Title: Vice President

State of Delaware
Office of the Secretary of State

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:

"ROCKWELL SCIENCE CENTER, INC.", A DELAWARE CORPORATION, WITH AND INTO "ROCKWELL SCIENCE CENTER, LLC" UNDER THE NAME OF "ROCKWELL SCIENCE CENTER, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 1997, AT 10 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2782808 8100M

AUTHENTICATION: 8628777

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DATE: 08-29-97