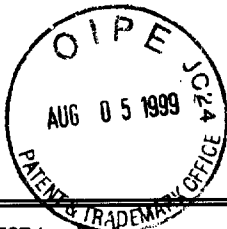


8-599



-Atty. Dkt. No. 82259/133-

08-16-1999

FORM PTO-1595 (modified)
(Rev 6-93)

RECOF



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101117111

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

1. Name of conveying party(ies):

Rockwell Science Center, Inc.

Additional conveying party(ies) attached? No

2. Name and address of receiving party(ies):

Rockwell Science Center, LLC
P.O. Box 1085
Thousand Oaks, CA 91358

Additional name(s) & address(es) attached? No

3. Nature of conveyance:

MERGER

Execution Date:

August 29, 1997

4. Application number(s) or patent number(s): 08/752,767

If this is being filed together with a new application, the execution date of the application is:

A. Patent Application Number(s):

B. Patent Numbers(s):

Additional numbers attached? No

5. Name and address of party to whom correspondence concerning document should be mailed:

Joseph N. Ziebert
FOLEY & LARDNER
Firststar Center
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-5367

6. Total number of applications/patents involved: 1

7. Total fee (37 C.F.R. § 3.41): \$40.00

Check Enclosed

Charge to deposit account (duplicate copy attached)

8. Deposit account number: 06-1447

DO NOT USE THIS SPACE

9. 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. The Commissioner is hereby authorized to charge any additional recordation fees which may be required in this matter to the above-identified deposit account.

Steven C. Becker

8/2/99

Name of person signing

Signature

Date

08/06/1999 MBLANCO 00000070 08/52767

40.00 OP Total number of pages including cover sheet, attachments, and document: 4

03 FC:581

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

PATENT
REEL: 010158 FRAME: 0299

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

971288863

AUTHENTICATION: 8628777

DATE: 08-29-97

CERTIFICATE OF MERGER

MERGING

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