

08-16-2001

P/3051-4



PATE

101812690

ER SHEET

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

1. Name of conveying party(ies):

Oerlikon Contraves AG

Corporation of Switzerland

Additional names(s) of conveying party(ies) attached? NO

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

Contrextrina AG
 Birchstrasse 155,
 8050 Zürich, Switzerland

(Corporation of Switzerland)

3. Nature of conveyance:

Assignment

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

Execution Date: June 26, 2001

4. Application number(s) or patent number(s):

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

A. Application No.(s)

B. Patent No.(s)

5,262,900

Additional numbers attached? NO

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

OSTROLENK, FABER, GERB & SOFFEN, LLP
 1180 Avenue of the Americas
 New York, New York 10036-8403

6. Total number of documents involved: 1

7. Total fee (37 CFR 3.41): \$40.00

Enclosed as part of Check No.

In the event the actual fee is greater than the payment submitted
 or is inadvertently not enclosed or if any additional fee due is not
 paid, the Patent and Trademark Office is authorized to charge the
 underpayment to Deposit Account No. 15-0700.

DO NOT USE THIS SPACE

8. 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.

Robert C. Faber

Name of Person Signing

Signature

August 6, 2001

Date

Total number of pages including cover sheet, attachments, and document: 2

08/15/2001 DBYRNE 00000219 5262900

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**ARTICLES OF MERGER
OF
BIA RESEARCH, INC
INTO
BIA CONSULTING, INC.**

The undersigned corporations, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, as amended, hereby adopt and execute the following Articles of Merger and set forth the following.

1. The Plan of Merger is as follows:
 - A. The Articles of Incorporation of ***BIA CONSULTING, INC.***, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of ***BIA CONSULTING, INC.*** and shall not be changed or amended by the Merger.
 - B. ***BIA CONSULTING, INC.*** reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation.
 - C. The Bylaws of ***BIA CONSULTING, INC.***, as such Bylaws exist on the effective date of the Merger, shall remain and be the Bylaws of ***BIA CONSULTING, INC.*** until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.
 - D. The Directors of ***BIA CONSULTING, INC.*** as of the effective date of the Merger shall continue in office until the next Annual Meeting of the Stockholders of ***BIA CONSULTING, INC.***. The number of Directors of ***BIA CONSULTING, INC.*** shall continue to be two and shall be the following persons: Thomas J. Buono and Mary R. Buono.

- E. The following officers of **BIA CONSULTING, INC.** immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next Annual Meeting of the Board of Directors of **BIA CONSULTING, INC.**:

President	-	Thomas J. Buono
Vice President	-	William Redpath
Vice President	-	Mark O'Brien
Vice President	-	Deborah Metcalf
Secretary	-	Mary R. Buono
Treasurer	-	Mary R. Buono

- F. **BIA RESEARCH, INC.** is a wholly-owned subsidiary of **BIA CONSULTING, INC.** **BIA CONSULTING, INC.** waives the mailing requirement set forth in Section 13. -719 of the Code of Virginia, as amended.
- G. Each share of issued and outstanding Common Stock (with \$ 1 par value) of **BIA RESEARCH, INC.**, all of which are owned by **BIA CONSULTING, INC.**, shall be converted into one share of voting Common Stock (with \$1 par value) of **BIA CONSULTING, INC.** Upon the surrender of certificates representing shares of **BIA RESEARCH, INC.** stock by holders thereof, certificates for an equal number of **BIA CONSULTING, INC.** stock shall be issued in exchange by **BIA CONSULTING, INC.** Shares of **BIA CONSULTING, INC.** Common Stock (with \$1 par value) outstanding at the date of this Merger shall not be converted or exchanged, but shall remain outstanding as shares of Common Stock (with \$1 par value) of **BIA CONSULTING, INC.**, the surviving corporation.
- H. On the effective date of the Merger, the separate existence of **BIA RESEARCH, INC.** shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by

BIA CONSULTING, INC. to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of **BIA RESEARCH, INC.** by the last acting officers thereof, or by the corresponding officers of the surviving corporation.

- I. The effective date of the Merger shall be the date when these Articles of Merger are accepted for record by the Virginia State Corporation Commission.
2. The Plan of Merger was adopted by the unanimous consent of all the shareholders and directors of **BIA RESEARCH, INC.** and **BIA CONSULTING, INC.**

The undersigned officers declare that the facts herein stated are true as of April 1, 2001.

Attest:

BIA RESEARCH, INC.

Mary R Buono
Mary R Buono, Secretary

Thomas J. Buono
Thomas J. Buono, President

Attest:

BIA CONSULTING, INC.

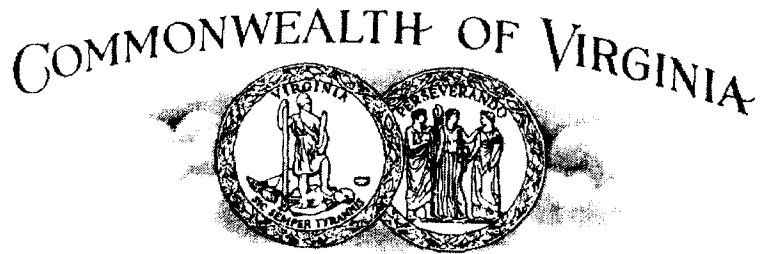
Mary R Buono
Mary R Buono, Secretary

Thomas J. Buono
Thomas J. Buono, President

CLINTON MILLER
CHAIRMAN

THEODORE V. MORRISON, JR.
COMMISSIONER

HULLIHEN WILLIAMS MOORE
COMMISSIONER

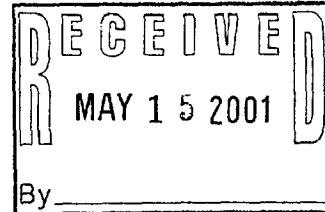


JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION

May 11, 2001

RICHARD JOHN RUDDY JR
10555 MAIN STREET SUITE 450
FAIRFAX, VA 22030



RE: BIA CONSULTING, INC.
ID: 0268661 - 6
DCN: 01-05-09-0068

Dear Customer:

This is your receipt for \$25.00 covering the fees for filing articles of merger with this office.

The effective date of the certificate of merger is May 11, 2001.

Non-surviving entities:

BIA RESEARCH, INC.

are merged into BIA CONSULTING, INC..

If you have any questions, please call (804) 371-9733.

Sincerely,

A handwritten signature in black ink that reads "Joel H. Peck". The signature is written in a cursive style.

Joel H. Peck
Clerk of the Commission

MERGACPT
CIS0436

HULLIHEN WILLIAMS MOORE
CHAIRMAN

CLINTON MILLER
COMMISSIONER

THEODORE V. MORRISON, JR.
COMMISSIONER

COMMONWEALTH OF VIRGINIA



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION

The attached copies are the "best available" from microfilm. The original documents submitted for filing were not suitable for microfilming.

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PATENT APPLICATION ASSIGNMENT -
EXECUTED OUTSIDE U.S.A.

OFGS FILE NO. F-9627

WHEREAS, **Oerlikon Contraves AG** located in Zürich, Switzerland, as assignor are owners of U.S.
Letters Patents 5,262,900 ; and

WHEREAS, **Contrextrina AG**, a Swiss corporation, located at Birchstrasse 155, 8050 Zürich,
Switzerland, as assignee, is desirous of acquiring all of the Assignor's right, title and interest in the patents;

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and valuable
consideration, the receipt of which is hereby acknowledged, the Assignor, hereby sells, assigns and sets over to said
Assignee its entire right, title and interest for the United States the aforesaid Patents in the United States, including
all rights for past infringement.

Oerlikon Contraves AGDate: 26 June 2001By: Title: Jens SEIDENSTICKER Robert ANGST
Director Procurator

LEGALIZATION RECOMMENDED

#42

00462977.1

RECORDED: 08/09/2001

PATENT
REEL: 012059 FRAME: 0684