

Form PTO-1595 (Rev. 03/01)		RECORDATION FORM COVER SHEET		U.S. DEPARTMENT OF COMMERCE U. S. Patent and Trademark Office	
OMB No. 0651-0027 (exp. 5/31/2002)		PATENTS ONLY			
Tab settings ⇒ ⇒ ⇒					
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Maxconn, Incorporated Additional name(s) of conveying party(ies) attached <input type="checkbox"/> Yes <input type="checkbox"/> No		2. Name and address of receiving party(ies) Name: ERNI Components, Inc. Internal Address: 12701 Kingston Avenue Chester, VA 23836 Street Address: 12701 Kingston Avenue City: Chester State: VA Zip: 23836 Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____					
Execution Date: Dec. 31, 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. Patent Application No.(s) _____ B. Patent No.(s) 5,687,233 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Hillary W. Hawkins, Esquire Internal Address: Williams Mullen P.O. Box 1320 Street Address: 1021 East Cary Street City: Richmond State: VA Zip: 23218-1320		6. Total number of applications and patents involved: 1 7. Total fee (37 CFR 3.41).....\$ 40.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: 50-0766 (Attach duplicate copy of this page if paying by deposit account)			
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. Hillary W. Hawkins _____ 2-26-2002 Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and documents: 6 Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231					

Delaware

PAGE 1

The First State

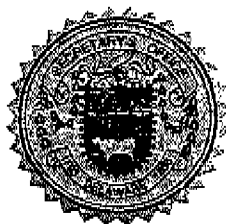
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"MAXCONN, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "ERNI COMPONENTS, INC." UNDER THE NAME OF "ERNI COMPONENTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1527884

DATE: 12-27-01

PATENT

REEL: 012418 FRAME: 0480

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/21/2001
010661542 - 2031575

AGREEMENT AND PLAN OF MERGER

OF

MAXCONN, INC.
(a California corporation)

WITH and INTO

ERNI COMPONENTS, INC.
(a Delaware corporation)

1. The names of the entities planning to merge are Maxconn, Inc., a California corporation ("Maxconn"), and ERNI Components, Inc., a Delaware corporation ("ERNI Components"). Maxconn is the wholly owned subsidiary of ERNI Components.
2. The merger shall become effective at the close of business on the 31st day of December, 2001 (the "Effective Time").
3. Maxconn shall, pursuant to Section 1110 of the California Corporations Code and Section 252 of the Delaware Corporation Laws, be merged with and into ERNI Components, the parent corporation, which shall be the surviving entity at the Effective Time and which is sometimes hereinafter referred to as the "surviving entity," and which shall continue to exist as said surviving entity under its present name pursuant to the provisions of the California Corporations Code and the Delaware Corporation Laws. The separate existence of Maxconn, which is sometimes hereinafter referred to as the "non-surviving entity," shall cease at the Effective Time and in accordance with the provisions of the California Corporations Code and the Delaware Corporation Laws.
4. In respect of Maxconn, there are twenty-six thousand (26,000) shares of common stock, no par value, issued and outstanding.
5. The Certificate of Incorporation of the surviving entity at the Effective Time shall be the Certificate of Incorporation of said surviving entity and said Certificate of Incorporation shall continue in full force in effect until amended and changed in the manner prescribed by the provisions of the Delaware Corporation Laws.
6. The present Bylaws of the surviving entity will be the Bylaws of said entity and will continue in full force in effect until changed, altered, or amended as therein provided in any manner prescribed by the provisions of the Delaware Corporation Laws.
7. The directors and officers in office of the surviving entity at the Effective Time shall be the members of the first Board of Directors and the first officers of the surviving entity,

all of whom shall hold their respective offices until their successors are elected and qualified or until their tenure is otherwise terminated in accordance with the Bylaws of the surviving entity.

8. At the Effective Time, all issued and outstanding shares of stock of Maxconn shall be automatically cancelled. Because all of the holders of all of the issued and outstanding shares of stock of Maxconn also hold all of the issued and outstanding shares of stock of ERNI Components in the same proportions that they hold the stock of Maxconn, no shares of stocks in ERNI Components are deemed necessary and, thus, no such shares shall be issued. The merger shall be reflected and accounted for by ERNI Components as an additional contribution of capital to ERNI Components. Upon surrender by the holders thereof of the certificates evidencing the shares of stock of Maxconn issued outstanding at the Effective Time, all such shares and such certificates shall be cancelled and retired.

9. At the Effective Time, ERNI Components will assume all the obligations and liabilities of Maxconn.

10. The foregoing Agreement and Plan of Merger was duly adopted by the Board of Directors of ERNI Components on December 1, 2001. The majority of the stockholders of Erni Components, Inc. have approved the merger.

[SIGNATURES ON NEXT PAGE]

MAXCONN, INC.

By:

Willy R. Rau
Willy R. Rau, President

ERNI COMPONENTS, INC.

By:

Willy R. Rau
Willy R. Rau, President

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