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

1. Name of conveying party(ies):
   ND: YAG LASER SYSTEMS, INC.
   1181 Hooksett Road
   Hooksett, New Hampshire 03106

   Assignment recorded 4/19/00, Reel 010963 Frame 0335
   Additional name(s) of conveying party(ies) attached? □ Yes ☒ No

   Execution Date: 6/28/2001

2. Name and address of receiving party(ies):
   Name: Laser Projection Technologies, Inc.
   Internal Address: ____________________________
   Street Address: 8 Delta Drive
   City: Londonderry State: NH Zip: 03053
   Additional name(s) & address(es) attached? □ Yes ☒ No

3. Nature of conveyance:
   ☐ Assignment ☒ Merger
   ☐ Security Agreement ☐ Change of Name
   ☐ Other

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)
   09/553,235
   Additional numbers attached? □ Yes ☒ No
   B. Patent No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
   Name: Peter J. Manus
   Internal Address: Edwards & Angell, LLP
   Street Address: P.O. Box 9169
   City: Boston State: MA Zip: 02209

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41) $ 40.00
   ☒ Enclosed
   Any additional fees required
   ☒ Authorized to be charged to deposit account

8. Deposit account number:
   04-1105

   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.
   Peter J. Manus, Reg. No. 26,766
   Name of Person Signing
   Signature
   Oct. 8, 2002
   Date

Total number of pages including cover sheet, attachments, and document: 15

PATENT
REEL: 013395 FRAME: 0560
CERTIFICATE OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO
LASER PROJECTION TECHNOLOGIES, INC.

The undersigned, as Deputy Secretary of State of the State of New Hampshire, hereby certifies that Articles of Merger of ND:YAG LASER SYSTEMS, INC., A NEW HAMPSHIRE CORPORATION, into LASER PROJECTION TECHNOLOGIES, INC., A DELAWARE CORPORATION, duly signed pursuant to the provisions of the New Hampshire Business Corporation Act, have been received in this office.

ACCORDINGLY the undersigned, as such Deputy Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger of ND:YAG LASER SYSTEMS, INC. into LASER PROJECTION TECHNOLOGIES, INC., and attaches hereto a copy of the Articles of Merger.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of the State of New Hampshire, this 28th day of June A.D. 2001

[Signature]
Robert P. Ambrose
Deputy Secretary of State
ARTICLES OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

LASER PROJECTION TECHNOLOGIES, INC.  
(surviving corporation)

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED DOMESTIC AND FOREIGN CORPORATIONS ADOPT THE FOLLOWING ARTICLES OF MERGER FOR THE PURPOSE OF MERGING THEM INTO ONE OF SUCH CORPORATIONS:

FIRST: The plan of merger was approved by each of the undersigned corporations in the manner prescribed by the New Hampshire Business Corporation Act. **THE PLAN OF MERGER IS ATTACHED.** (Note 1)

Name of Domestic Corporation  Nd:YAG Laser Systems, Inc.

(Check one)  
A. ______ Shareholder approval was not required.  
B. XX Shareholder approval was required.  (Note 2)

Designation  
(class or series of voting group)  
No. of shares outstanding  
Total no. of votes entitled to be cast  
Total no. of votes cast  
OR Total no. of undisputed votes FOR

Common  858,250  858,250  858,250  0  858,250

SECOND: The number of votes cast for the plan by each voting group was sufficient for approval by each voting group.

***********************************************

Name of Foreign Corporation  Laser Projection Technologies, Inc.

State of Incorporation  Delaware

THIRD: The laws of the state under which the foreign corporation was organized permit such a merger and the foreign corporation has complied with the laws of that state in effecting the merger.
FOURTH: The aggregate number of shares, which the surviving corporation has authority to issue as a result of the merger is (Note 3) ____________

Dated June 28, ____________, 2001

LASER PROJECTION TECHNOLOGIES, INC. (Note 4)

By ___________________________ (Note 5)
Signature of its PRESIDENT
FRED L. DEFEO
Print or type name

ND:YAG LASER SYSTEMS, INC. (Note 4)

By ___________________________ (Note 5)
Signature of its CHAIR
FRED L. DEFEO
Print or type name

Notes: 1. The Plan of Merger must be submitted with this form.

2. All sections under "B." must be completed. If any voting group is entitled to vote separately, give respective information for each voting group. (See RSA 293-A:1.40 for definition of voting group.)

3. Complete this section if surviving corporation is a domestic corporation.

4. Exact corporate names of respective corporations executing the Articles.

5. Signature and title of person signing for the corporation. Must be signed by Chairman of the Board of Directors, President or other officer; or see RSA 293-A:1.20(f) for alternative signatures.

Mail fee and ORIGINAL (INCLUDING PLAN OF MERGER) and ONE EXACT OR CONFORMED COPY to: Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-4989

page 2 of 2
PLAN AND AGREEMENT OF MERGER

OF

Nd:YAG Laser Systems, Inc.
(a New Hampshire corporation)

AND

Laser Projection Technologies, Inc.
(a Delaware corporation)


WHEREAS Nd:YAG Laser Systems, Inc. is a business corporation of the State of New Hampshire with its principal office therein located at 1181 Hooksett Road, City of Hooksett County of Merrimack; and

WHEREAS the total number of shares of stock which Nd:YAG Laser Systems, Inc. has authority to issue is 11,000,000, of which 10,000,000 are shares of Voting Common Stock and 1,000,000 are shares of Non-Voting Common Stock all of which are without par value; and

WHEREAS Laser Projection Technologies, Inc. is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and

WHEREAS the total number of shares of stock which Laser Projection Technologies, Inc. has authority to issue is 3,500,000, all of which are of one class and of a par value of $.01 each; and

WHEREAS the New Hampshire Business Corporation Act permits a merger of a business corporation of the State of New Hampshire with and into a business corporation of another jurisdiction; and

WHEREAS the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Nd:YAG Laser Systems, Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Laser Projection Technologies, Inc. and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Nd:YAG Laser Systems, Inc. and Laser Projection Technologies, Inc. shall, pursuant to the provisions of the New Hampshire Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Laser Projection Technologies, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Nd:YAG Laser Systems, Inc., which is sometimes hereinafter referred to as the "terminating corporation," shall cease at said effective time in accordance with the provisions of the New Hampshire Business Corporation Act.

2. Annexed hereto as Exhibit A and made a part hereof is a copy of the Amended and Restated Certificate of Incorporation of the surviving corporation which shall become the Certificate of Incorporation of the surviving corporation in the State of Delaware at the effective time of the merger herein provided for; and said Amended and Restated Certificate of Incorporation as therein amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the
effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into three shares of the surviving corporation. No shares of the surviving corporation will be issued prior to the effective time of the merger.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the New Hampshire Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of New Hampshire and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of New Hampshire and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Boards of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

[Remainder of page left blank intentionally.]
IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby
executed upon behalf of each of the constituent corporations parties thereto.

Dated:

LASER PROJECTION TECHNOLOGIES, INC.

By:  
Fred L. DeFeo, President

ND:YAG LASER SYSTEMS, INC.

By:  
Fred L. DeFeo, Chairman
CERTIFICATE OF SECRETARY OF LASER PROJECTION TECHNOLOGIES, INC.

The undersigned, being the Secretary of Laser Projection Technologies, Inc., does hereby certify that no shares of stock of Laser Projection Technologies, Inc. were issued prior to the adoption by its Board of Directors of the resolution approving this Plan and Agreement of Merger.

[Remainder of page left blank intentionally.]
Dated:

[Signature]

Fred L. DeFeo
Secretary of Laser Projection Technologies, Inc.
Exhibit A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

LASER PROJECTION TECHNOLOGIES, INC.

Laser Projection Technologies, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

FIRST: The Corporation was originally incorporated under the name, "Laser Production Technologies, Inc" pursuant to the Certificate of Incorporation filed June 18, 2001 as previously amended by the filing of the Certificate of Amendment on June 21, 2001 (as amended, the "Certificate of Incorporation").

SECOND: This Amended and Restated Certificate of Incorporation (the "Restated Certificate of Incorporation") was duly adopted in accordance with Sections 241 and 245 of the General Corporation Law, and restates, integrates and further amends the provisions of the Certificate of Incorporation.

THIRD: The Corporation has not received payment for any shares of its stock and has not issued any shares prior to the date hereof.

FOURTH: The Certificate of Incorporation is hereby restated and further amended to read in its entirety as follows:

FIRST. The name of the corporation is Laser Projection Technologies, Inc. (the "Corporation").

SECOND. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation law.

FOURTH.

(a) Authorized Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 5,000,000 shares of Common Stock, $.01 par value per share ("Common Stock") and (ii) 1,000,000 shares of Preferred Stock, $.01 par value per share ("Preferred Stock").

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of...
a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of Delaware.

(b) Common Stock.

(i) General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any series.

(ii) Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

(iii) Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock.

(iv) Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential rights of any then outstanding Preferred Stock.

(c) Preferred Stock. Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock that may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law or by the terms of any series of Preferred Stock. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the General Corporation Law of Delaware. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as otherwise specifically provided in this Restated Certificate of Incorporation, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the issuance of any
shares of any series of the Preferred Stock authorized by and complying with the conditions of this Restated Certificate of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

FIFTH  In furtherance of and not in limitation of powers conferred by statute, it is further provided:

1. Election of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

2. The Board of Directors is expressly authorized to adopt, amend or repeal the By-laws of the Corporation.

3. The books of the Corporation may be kept at such place within or without the State of Delaware as the By-laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

4. Meetings of the stockholders may be held within or without the State of Delaware, as the By-laws may provide.

SIXTH. The Corporation is to have perpetual existence.

SEVENTH. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of §102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

EIGHTH. The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

NINTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute and the Restated Certificate of Incorporation, and
all rights conferred upon stockholders herein are granted subject to this reservation.

[Remainder of page left blank intentionally.]
IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its Secretary this _____ day of June, 2001.

LASER PROJECTION TECHNOLOGIES, INC.

Fred DeFeo, Secretary