

03-06-2003



Form PTO-1595 (Rev. 10/02)

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PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

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):

DISCOVERY BIDCO, INC.

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: 12/29/1994

2. Name and address of receiving party(ies)

Name: LIBERTY BIDCO INVESTMENT CORPORATION

Internal Address:

Street Address: 28721 Hidden Trail

City: Farmington Hills State: MI Zip: 48331

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

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) 4505474

Additional numbers attached? Yes No

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

Name: Jeffrey S. Battershall

Internal Address: Warner Norcross & Judd LLP

Suite 900

Street Address: 900 Fifth Third Center

111 Lyon Street NW

City: Grand Rapids State: MI Zip: 49503

6. Total number of applications and patents involved: 1

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Jeffrey S. Battershall

Name of Person Signing

Jeffrey S. Battershall
Signature

2/25/03

Date

Total number of pages including cover sheet, attachments, and documents: 9

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

03/05/2003 6TON11 00000114 4505474

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PATENT REEL: 013798 FRAME: 0873

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received		(FOR BUREAU USE ONLY)
DEC 28 1994		

FILED

DEC 29 1994

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Name Thomas E. Sizemore, Esq.		
Address 150 W. Jefferson, Suite 900		
City Detroit, Michigan	State Michigan	ZIP Code 48226

EFFECTIVE DATE: *December 31, 1994*

11:59 pm

Document will be returned to the name and address you enter above.

CERTIFICATE OF MERGER / CONSOLIDATION

For use by Domestic or Foreign Corporations

(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), and/or Act 182, Public Acts of 1982 (nonprofit corporations), the undersigned corporations execute the following Certificate:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent corporation and its identification number is:

Liberty BIDCO Investment Corporation

4	7	1	—	4	6	7
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Discovery BIDCO, Inc.

4	2	9	—	6	3	6
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b. The name of the surviving (new) corporation and its identification number is:

Liberty BIDCO Investment Corporation

4	7	1	—	4	6	7
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c. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
<u>See Exhibit A, annexed hereto.</u>			

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows: **See Exhibit B, annexed hereto.**

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d. For each constituent nonstock corporation

(i) If it is organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.

(ii) If it is organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.

e. The terms and conditions of the proposed merger (consolidation), including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving (consolidated) corporation, or into cash or other consideration, are as follows:

See attached Exhibit "C"

f. If a consolidation, the Articles of Incorporation of the consolidated corporation are attached to this Certificate and are incorporated herein. If a merger, the amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

g. Other provisions with respect to the merger (consolidation) are as follows:

2. (Complete for any foreign corporation only)

This merger (consolidation) is permitted by the laws of the state of _____
the jurisdiction under which _____

(Name of foreign corporation)

is organized and the plan of merger (consolidation) was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

3. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after receipt of this document in this office).

The merger (consolidation) shall be effective on the 31st day of December

19 94 at 11:59 p.m.

4. (Complete applicable section for each constituent corporation)

a. (For domestic profit corporations only)

The plan of merger was approved by the unanimous consent of the incorporators of _____, which has not commenced business, has not issued any shares, and has not elected a Board of Directors. (Incorporators must sign on this page of the Certificate.)

b. (For profit corporations involved in a merger only)

The plan of merger was approved by the Board of Directors of Liberty BIDCO Investment Corporation, the surviving corporation, without the approval of the shareholders of that corporation in accordance with Section 701 of the Act.

c. (For profit corporations only)

The plan of merger was adopted by the Board of Directors of the following constituent corporations:

Discovery BIDCO, Inc.

and was approved by the shareholders of those corporations in accordance with Section 703a.

d. (For nonprofit corporations only)

The plan of merger or consolidation was adopted by the Board of Directors

(i) (Complete if organized upon a stock or membership basis)

of _____ and was approved by the shareholders or members of that corporation in accordance with Sections 701 and 703(1) and (2), or pursuant to Section 407 by written consent and written notice, if required.

(ii) (Complete if organized upon a directorship basis)

of _____ in accordance with Section 703(3).

Sign this area for item 4(a).

Signed this _____ day of December, 19 94.

Sign this area for items 4(b), 4(c), or 4(d).

Signed this 28th day of December, 19 94.

Liberty BIDCO Investment Corporation

(Name of Corporation)

By Pearl M. Holforty

(Only signature of: President, Vice-President, Chairperson or Vice-Chairperson)

Pearl M. Holforty, President

(Type or Print Name and Title)

Signed this 28th day of December, 19 94.

Discovery BIDCO, Inc.

(Name of Corporation)

By Phillip D. Miller Pres.

(Only signature of: President, Vice-President, Chairperson or Vice-Chairperson)

Phillip D. Miller, President

(Type or Print Name and Title)

Name of person or organization
remitting fees:

Liberty BIDCO Investment Corporation

Preparer's name and business
telephone number:

Thomas E. Sizemore, Butzel Long

(313) 225-7000

INFORMATION AND INSTRUCTIONS

1. The merger/consolidation cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporation and Securities Bureau. The original will be returned to the address appearing in the box on the front as evidence of filing.
Since this document will be maintained on optical disk media, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This certificate is to be used pursuant to sections 701 through 707 of the Act for the purpose of merging or consolidating two or more domestic and/or foreign corporations and pursuant to Section 731 or 735 if the merger or consolidation involves one or more foreign corporations.
4. If more than two corporations are merging or consolidating, the certificate may be adjusted as necessary, or the format may be used as a guide in drafting your own certificate. If additional space is required for any section, continue the section on an attachment.
5. Item 3—This document is effective on the date endorsed "Filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
6. This document must be accompanied by the consent of the Michigan Attorney General if a domestic nonprofit charitable purpose corporation is merging or consolidating into a for profit corporation or a foreign nonprofit corporation that does not have a certificate of authority with Michigan. Contact Consumer Protection and Charitable Trusts, Michigan Attorney General, P.O. Box 30214, 525 W. Ottawa, Lansing, MI 48908, (517) 373-1152.
7. This certificate must be signed in ink by the president, vice-president, chairperson, or vice-chairperson of each corporation that is merging or consolidating, unless the incorporators of a domestic profit corporation approve the merger or consolidation pursuant to sections 706 and 707 of the Act. In that event, item 4 of the certificate must be signed in ink by the majority of the incorporators of that corporation.
8. FEES: Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.

If a foreign corporation authorized to transact business in this state merges into any domestic corporation, the resulting domestic corporation shall pay franchise fees for any increase in authorized shares less such sums as the foreign corporation so merging has previously paid to the state as an initial or additional admission franchise fee.

NONREFUNDABLE FEE - This fee must be remitted for each domestic corporation involved in the merger \$50.00
 ADDITIONAL FEE: If the authorized shares of the surviving domestic corporation are increased, an additional fee is due:
 each additional 20,000 authorized shares or portion thereof \$30.00
 maximum fee for first 10,000,000 authorized shares \$5,000.00
 each additional 20,000 authorized shares or portion thereof in excess of 10,000,000 shares \$30.00
 maximum fee, per filing, for authorized shares in excess of 10,000,000 shares \$200,000.00

Consolidation - Organization fees are required for the articles of incorporation of the new consolidated corporation, if it is a domestic corporation.

9. Mail form and fee to:

Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P.O. Box 30054
Lansing, MI 48909-7754

The office is located at:

6546 Mercantile Way
Lansing, MI 48910
Telephone: (517) 334-6302

EXHIBIT "A"

Name of Corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Liberty BIDCO Investment Corporation	Class A common - 338,850 Class B common - 75,150 Class C common - 192,000 Class D common - 94,875	Class A common Class D common	None, except as otherwise required by the Michigan Business Corporation Act
Discovery BIDCO, Inc.	Class A common - 11,025 Class B common - 1,200 Class C common - 4,800 Class D common - 2,000	Class A common Class D common	None, except as otherwise required by the Michigan Business Corporation Act

EXHIBIT 'B'

The number of issued and outstanding shares of common stock of Discovery BIDCO, Inc. is subject to change before the effective date by reason of the issuance of additional shares upon the exercise of outstanding options and the issuance of shares if and as authorized by the Board of Directors of Discovery BIDCO, Inc. The number of issued and outstanding shares of common stock of Liberty BIDCO Investment Corporation is subject to change before the effective date by reason of the issuance of additional shares upon the exercise of outstanding warrants and the issuance of shares if and as authorized by the Board of Directors of Liberty BIDCO Investment Corporation.

EXHIBIT "C"

Each share of Common stock of Liberty BIDCO Investment Corporation not owned of record by Discovery BIDCO, Inc. shall remain outstanding and unchanged as shares of the surviving corporation.

Each share of Class A common stock of Discovery BIDCO, Inc. shall be converted into 1.638119 shares of Class A common stock of the surviving corporation and the right to receive \$36.0736 in cash; each share of Class B common stock of Liberty BIDCO, Inc. shall be converted into 1.638119 shares of Class B common stock of the surviving corporation and the right to receive \$36.0736 in cash; each share of Class C common stock of Discovery BIDCO, Inc. shall be converted into the right to receive \$1.00 principle amount of a note to be issued by the surviving corporation; each share of Class D common stock of Discovery BIDCO, Inc. shall be converted into the right to receive 1.2 shares of the Class D common stock of the surviving corporation.