



RECO

03-10-2003



102385076

Our Ref.: 1266-26

Commissioner of Patents and Trademarks
Box Assignment, Washington, D.C. 20231

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

1. Name of conveying party(ies):

ADT AUTOMOTIVE, INC.

3-4-03

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

Name: MANHEIM SERVICES CORPORATION

Internal Address:

Street Address: C/O Manheim Auctions, Inc.

1400 Lake Hearn Drive, N.E.

City: Atlanta

State/Country: Georgia

Zip: 30319

Additional name/s of conveying party/ies attached? ☐

3. Nature of conveyance:

☐ Assignment

☒ Merger

☐ Security Assignment

☐ Change of Name

☐ Other

Execution Date:

1/22/2002

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).

(1)

(2)

(3)

B. Patent No(s).

(1) 5,774,873

(2) 6,006,201

(3)

Additional numbers attached ☐ Yes ☒ No

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

Name: Robert W. Faris

Internal Address:

Street Address: Nixon & Vanderhye P.C.

1100 North Glebe Road

8th Floor

City: Arlington State: VA Zip: 22201

6. Total number of applications & patents involved: 1

7. Total fee (37 CFR 3.41)

\$ 80.00

☒ Enclosed

☐ Authorized to be charged to deposit account #14-1140

8. The Commissioner is hereby authorized to charge any deficiency in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. 14-1140.

DO NOT USE THIS SPACE

9. Statements 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.

Robert W. Faris

Name of Person Signing

Reg. No. 31,352

Signature

March 4, 2003

Date

Total number of pages including original cover sheet, attachments, and document: [5]

03/07/2003 BY:NE 00000056 5774873

01 FC:8021

80.00 DP

715817

**CERTIFICATE OF MERGER
MERGING ADT AUTOMOTIVE, INC.
INTO MANHEIM SERVICES CORPORATION**

Pursuant to Section 251 of the Delaware General Corporation Law, Manheim Services Corporation, a Delaware corporation ("MSC" or the "Surviving Corporation"), and ADT Automotive, Inc., a Delaware corporation ("AAI"), do hereby certify on this 24th day of January, 2002 as follows:

FIRST: The name of the Surviving Corporation is Manheim Services Corporation. The name of the disappearing corporation is ADT Automotive, Inc. Manheim Auto Resale Services, Inc., a Delaware corporation, owns all of the outstanding shares of capital stock of MSC and AAI.

SECOND: The merger shall be effected through an Agreement and Plan of Merger (the "Plan").

THIRD: The Plan was duly approved, adopted, certified, and acknowledged by the board of directors of MSC, and executed by a duly authorized officer of MSC on January 22, 2002.

FOURTH: The Plan was duly approved, adopted, certified, and acknowledged by the board of directors of AAI, and executed by a duly authorized officer of AAI on January 22, 2002.

FIFTH: There are 100 shares of capital stock of MSC entitled to vote. All 100 shares of capital stock of MSC that were entitled to vote approved the Plan.

SIXTH: There are 500 shares of capital stock of AAI entitled to vote. All 500 shares of capital stock of AAI that were entitled to vote approved the Plan.

SEVENTH: The merger shall be effective upon the date of filing of this Certificate of Merger.

EIGHTH: Pursuant to Sections 228(a) and 229 of the General Corporation Law of the State of Delaware, the sole stockholder of each of MSC and AAI waived all notice requirements and each unanimously approved the Plan by written consent.

NINTH: The certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of MSC.

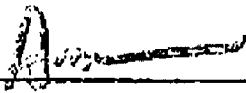
TENTH: The executed Plan is on file at the offices of MSC, c/o Manheim Auctions, Inc. 1400 Lake Hearn Drive, N.E., Atlanta, Georgia 30319.

ELEVENTH: A copy of the Plan may be obtained by any stockholder of any constituent corporation from the Secretary of MSC, upon request and without cost.


[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties has caused this Certificate of Merger to be executed on its behalf by its duly authorized officer, as of the day and year first written above.

MANHEIM SERVICES CORPORATION

By: 
Name: Andrew A. Merdek
Title: Secretary

ADT AUTOMOTIVE, INC.

By: 
Name: Andrew A. Merdek
Title: Secretary

Delaware

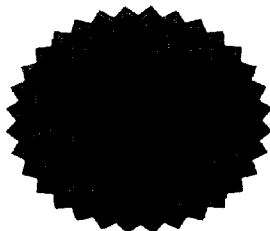
PAGE 1

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 MERGER, WHICH MERGES:

"ADT AUTOMOTIVE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MANHEIM SERVICES CORPORATION" UNDER THE NAME OF "MANHEIM SERVICES CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0945817 8100M

AUTHENTICATION: 2273668

030120702

DATE: 02-25-03

RECORDED: 03/04/2003

PATENT

REEL: 013813 FRAME: 0377