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102444240

Atty. Docket No. 30015060.0002

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

1. Name of conveying party(ies): 5-2-03
Codeon Corporation

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

2. Name and address of receiving party(ies)
Name: Covega Corporation
Internal Address: _____

Street Address: 10335 Guilford Road

City: Jessup State: MD Zip: 20794
Additional Name(s) & address(es) attached? Yes No

JP857 U.S. PTO
10/427982
05/02/03

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Dates: March 11, 2003 and February 18, 2003

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution data of the application is: May 2, 2003
A. Patent Application No.(s)
10,427982
B. Patent No.(s)
Additional numbers attached? Yes No

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
 Authorized to be charged to PTO Form 2038 (Credit Card)
8. Deposit account number:
19-3140
(Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning this document should be mailed:
Name: Jean C. Edwards
Internal Address: _____
3 REBR731 00000038 10427982
1 40.00 DP
Street Address: P.O. Box 061080
Wacker Drive Station
City: Chicago State: IL Zip: 60606-1080

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.
Jean C. Edwards Jean C. Edwards May 2, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 8

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

CERTIFICATE OF MERGER
OF
CODEON CORPORATION
INTO
QUANTUM PHOTONICS, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Codeon Corporation, which is incorporated under the laws of the State of Delaware; and

(ii) Quantum Photonics, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger and Reorganization ("Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Sections 251 and 228 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Quantum Photonics, Inc. (the "Surviving Corporation"), which will continue its existence as the Surviving Corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Restated Certificate of Incorporation of Quantum Photonics, Inc. is to be amended and restated as set forth on Exhibit A attached hereto, and said Restated Certificate of Incorporation as so amended and restated shall continue to be the Restated Certificate of Incorporation of the Surviving Corporation until further amended and restated in accordance with the provisions of the General Corporation Law of the State of Delaware.

5. The executed Merger Agreement between the aforesaid constituent corporations is on file at an office of the Surviving Corporation, the address of which is as follows:

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:

"CODEON CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "QUANTUM PHOTONICS, INC." UNDER THE NAME OF "QUANTUM PHOTONICS, 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 FEBRUARY, A.D. 2003, AT 12 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3257697 8100M

AUTHENTICATION: 2269261

030113246

DATE: 02-21-03

RECORDED: 05/02/2003

PATENT
REEL: 014036 FRAME: 0666