

06-03-2004

FORM PTO-1595

Docket No. 51210/JEJ/U56



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

Form with sections 1-10 containing details of the patent conveyance, including names of parties, application numbers, fees, and signatures.

OPR/FINANCE JUN - 1 AM 7:31

40.00 DP 0000045 10673828 06/02/2004 EDC/EPK 01 FC:0021

JEJ/vdw
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PATENT
REEL: 015398 FRAME: 0600

# 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 OWNERSHIP, WHICH MERGES:

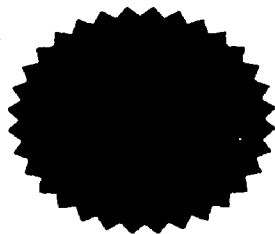
"DIRECTED LIGHT, INC.", A CALIFORNIA CORPORATION,

"UNITEK BENCHMARK INC.", A NEW HAMPSHIRE CORPORATION,

"UNITEK MIYACHI CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "UNITEK MIYACHI INTERNATIONAL, LTD." UNDER THE NAME OF "UNITEK MIYACHI CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF AUGUST, A.D. 2003, AT 5:39 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

2431440 8100M

030508552

AUTHENTICATION: 2564589

DATE: 08-04-03

PATENT

REEL: 015398 FRAME: 0601

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

UNITEK MIYACHI CORPORATION,  
a California corporation

DIRECTED LIGHT, INC.,  
a California corporation

AND

UNITEK BENCHMARK INC.,  
a New Hampshire corporation

INTO

UNITEK MIYACHI INTERNATIONAL, LTD.,  
a Delaware corporation

UNITEK MIYACHI INTERNATIONAL, LTD., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 31<sup>st</sup> day of August, 1994, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of each class of the stock of the following corporations:

<u>Name of corporation</u>	<u>State of Incorporation</u>	<u>Date of Incorporation</u>
Unitek Miyachi Corporation	California	January 13, 1995
Directed Light, Inc.	California	May 7, 1984
Unitek Benchmark Inc.	New Hampshire	May 20, 1994

**THIRD:** That this corporation, by the following resolutions of its Board of Directors, duly adopted by a meeting of its members, on the 23rd day of July, 2003, determined to merge into itself Unitek Miyachi Corporation, Directed Light, Inc., and Unitek Benchmark Inc.:

**WHEREAS,** it is in the best interest of the Corporation that it merge into itself Unitek Miyachi Corporation, a California corporation ("UMC"), Directed Light, Inc., a California corporation ("Directed Light"), and Unitek Benchmark Inc., a New Hampshire corporation ("UBI"), its wholly-owned subsidiaries (the "Merger");

**WHEREAS,** its in the best interest of the Corporation that it change, concurrently with the effectiveness of the Merger, its name from Unitek Miyachi International, Ltd. to Unitek Miyachi Corporation;

**NOW, THEREFORE, BE IT RESOLVED,** that the Corporation, merge into itself each of UMC, Directed Light, and UBI, and assume all of their obligations;

**RESOLVED FURTHER,** that the Corporation relinquishes its corporate name and assumes in place thereof the name Unitek Miyachi Corporation;

**RESOLVED FURTHER,** that the Secretary of the Corporation be and he hereby is authorized to prepare, execute and cause to be filed a Certificate of Ownership and Merger (the "Certificate") with the office of the Delaware Secretary of State;

**RESOLVED FURTHER,** that the Merger shall be effective upon filing of such Certificate with the Secretary of State of Delaware; and

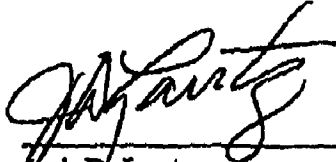
**RESOLVED FURTHER,** that the officers of the Corporation, and each of them, are hereby authorized to take, make or cause to be taken, any further actions which they deem to be necessary and appropriate to consummate and carry out the intent of these resolutions and the intent of the documents referenced herein and all related documents and agreements to which the Corporation shall be a party.

**FOURTH:** Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Unitek Miyachi International, Ltd., at any time prior to the time that this merger being filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said Unitek Miyachi International, Ltd., has caused this Certificate of Ownership and Merger to be signed by its President, this 4th day of August, 2003.

UNITEK MIYACHI INTERNATIONAL, LTD.,  
a Delaware corporation

By:



Jack D. Lantz

President

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