

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/20/2004
CONVEYING PARTY DATA	
Name	Execution Date
ZellComp, LLC	10/14/2004
RECEIVING PARTY DATA	
Name:	ZellComp, Inc.
Street Address:	3 Hartley Place
City:	Durham
State/Country:	NORTH CAROLINA
Postal Code:	27707
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	10269491
CORRESPONDENCE DATA	
Fax Number:	(919)854-2084
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	919-854-1844
Email:	jowen@coatsandbennett.com
Correspondent Name:	John R. Owen
Address Line 1:	PO Box 5
Address Line 4:	Raleigh, NORTH CAROLINA 27602
NAME OF SUBMITTER:	John R. Owen
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# Delaware

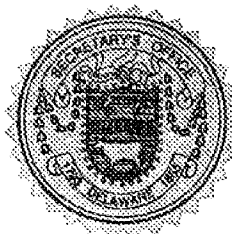
PAGE 1

*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:

"ZELLCOMP, LLC", A NORTH CAROLINA LIMITED LIABILITY COMPANY, WITH AND INTO "ZELLCOMP, INC." UNDER THE NAME OF "ZELLCOMP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF OCTOBER, A.D. 2004, AT 2:27 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

3866664 8100M

AUTHENTICATION: 3424394

040757154

DATE: 10-21-04

PATENT

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**CERTIFICATE OF MERGER**  
**OF**  
**ZELLCOMP, LLC**  
**(a North Carolina limited liability company)**  
**WITH AND INTO**  
**ZELLCOMP, INC.**  
**(a Delaware corporation)**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify for the purpose of merging ZellComp, LLC, a North Carolina limited liability company (the "Merging Company"), with and into ZellComp, Inc., a Delaware corporation (the "Surviving Corporation"):

**FIRST:** That the name and state of incorporation of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>State of Organization/Incorporation</u>
ZellComp, LLC	North Carolina
ZellComp, Inc.	Delaware

**SECOND:** That an Agreement and Plan of Merger (the "Merger Agreement") between the constituent entities has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264 of the General Corporation Law of the State of Delaware.

**THIRD:** That upon consummation of the merger, the name of the surviving corporation of the merger shall be ZellComp, Inc.

**FOURTH:** That upon consummation of the merger, the Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of the resulting corporation from the merger.

**FIFTH:** That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

ZellComp, Inc.  
3 Hartley Place  
Durham, North Carolina 27707

**SIXTH:** That a copy of the Merger Agreement will be furnished by the Surviving Corporation on request and without cost to any shareholder/stockholder of any constituent entity.

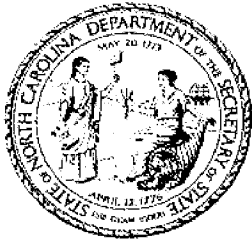
SEVENTH: The authorized capital stock of the Surviving Corporation consists of Ten Million (10,000,000) shares of Common Stock, having a par value of \$0.001 per share.

EIGHTH: That the merger shall be effective upon the filing of this Certificate of Merger.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed on the 14<sup>th</sup> day of October, 2004.

ZellComp, Inc.

By: *Daniel H. Richards*  
Daniel H. Richards, President & CEO



# NORTH CAROLINA

## Department of The Secretary of State

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To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF MERGER

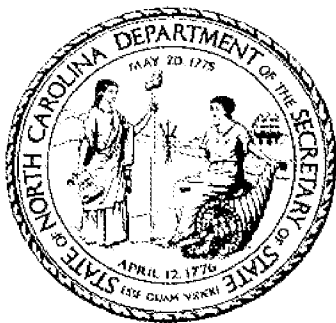
OF

**ZELLCOMP, LLC**

INTO

**ZELLCOMP, INC.**

the original of which was filed in this office on the 20th day of October, 2004.



IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal at the  
City of Raleigh, this 20th day of October, 2004

*Elaine F. Marshall*  
Secretary of State

**ARTICLES OF MERGER  
OF  
ZELLCOMP, LLC  
(a North Carolina limited liability company)**

**WITH AND INTO  
ZELLCOMP, INC.  
(a Delaware corporation)**

ZellComp, Inc., a Delaware corporation (the "**Surviving Corporation**"), hereby submits these Articles of Merger for the purpose of merging ZellComp, LLC, a North Carolina limited liability company (the "**Merging Company**"), with and into the Surviving Corporation (the "**Merger**").

1. The Agreement and Plan of Merger attached hereto as **Exhibit A** (the "**Plan of Merger**") sets forth the terms and conditions of the Merger and was duly approved in the manner prescribed by law by the members and the stockholders, respectively, of each of the entities participating in the Merger.
2. The name of each merging entity, the type of business entity and state whose laws govern each of the merging entities' organization and internal affairs is as follows:

<u>Name</u>	<u>Type of Business Entity</u>	<u>Governing State</u>
ZellComp, LLC (the merging entity)	Limited Liability Company	North Carolina
ZellComp, Inc. (the surviving entity)	Corporation	Delaware

3. The name of the surviving entity will be ZellComp, Inc., its address is: 3 Hartley Place, Durham, North Carolina 27707. The Surviving Corporation commits to file with the Secretary of State a statement of any subsequent change in its mailing address.
4. The Merger is permitted by the laws of the State of Delaware and the Surviving Corporation has complied with the applicable laws of the State of Delaware regarding the Merger. The Plan of Merger has been approved by each merging entity in the manner required by law.

5. This Merger shall become effective upon filing of these Articles of Merger.

This the 14<sup>th</sup> day of October, 2004.

**ZELLCOMP, INC.**  
**a Delaware corporation**

By: *Daniel H. Richards*  
Daniel H. Richards, President & CEO



**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of October 14, 2004, by and between ZellComp, LLC, a North Carolina limited liability company (the "**Merging Company**"), and ZellComp, Inc. (the "**Surviving Corporation**"), a Delaware corporation and wholly-owned subsidiary of the Merging Company.

NOW, THEREFORE, in consideration of the representations, warranties and covenants contained herein, the parties hereto agree as follows:

### ARTICLE I

#### 1.1 Merger of Merging Company with and into Surviving Corporation.

(a) **Agreement to Acquire Merging Company.** Subject to the terms of this Agreement and Plan of Merger, Merging Company shall be merged with and into Surviving Corporation (the "**Merger**").

(b) **Effective Time of the Merger.** The Merger shall become effective upon the filing of a Certificate of Merger with the Delaware Secretary of State and Articles of Merger with the North Carolina Secretary of State. The time of such filings is referred to as the "**Effective Time**."

(c) **Surviving Corporation.** At the Effective Time, Merging Company shall be merged into Surviving Corporation and the separate corporate existence of Merging Company shall thereupon cease. Surviving Corporation shall be the surviving corporation in the Merger (the "**Surviving Corporation**") and shall succeed, without other transfer, to all the rights and property of Merging Company and shall be subject to all the debts and liabilities of Merging Company in the same manner as if the Surviving Corporation had itself incurred them.

1.2 **Effects of the Merger; Additional Actions.** The Merger shall have the effects set forth in § 57C-9A-23 of the North Carolina Limited Liability Company Act (the "**NC LLC Act**") and §§ 259 and 264 of the Delaware General Corporation Law.

### ARTICLE II

2.1 **Certificate of Incorporation of Surviving Corporation.** At the Effective Time, the Certificate of Incorporation of the Surviving Corporation will remain unchanged.

2.2 **Bylaws of Surviving Corporation.** At the Effective Time, the Bylaws of the Surviving Corporation shall be the same as the Bylaws of Surviving Corporation immediately prior to the Effective Time, until thereafter duly altered, amended or repealed as provided by applicable law, the Certificate of Incorporation or such Bylaws of the Surviving Corporation.

**2.3 Officers and Directors of Surviving Corporation.** At the Effective Time, the officers and directors of the Surviving Corporation shall be the same as the officers and directors of Surviving Corporation immediately prior to the Effective Time, until their successors shall have been elected or appointed and qualified.

### ARTICLE III

#### 3.1 Effect on the Capital Ownership

(a) **Merging Company.** At the Effective Time, by virtue of the Merger and without any action on the part of any party hereto or any holder thereof, all of the outstanding Membership Interest of the Merging Company immediately prior to the Effective Time shall be exchanged for and converted into an aggregate amount of 2,700,000 fully paid and nonassessable shares of the Common Stock of Surviving Corporation, par value \$0.001 per share, with equivalent rights and preferences. Each certificate of Merging Company evidencing ownership of any such membership interest shall evidence ownership of such shares of capital stock of Surviving Corporation.

(b) **The Surviving Corporation.** The outstanding shares of the Surviving Corporation prior to the Merger shall be cancelled or terminated as of the Effective Time without consideration received in exchange therefor.

### ARTICLE IV

**4.1 Termination.** Notwithstanding the approval of this Agreement and Plan of Merger by the Members of Merging Company and the stockholders of Surviving Corporation, to the extent permitted by law, this Agreement and Plan of Merger may be terminated and abandoned at any time prior to the Effective Time by mutual consent of the Managers of Merging Company and the Board of Directors of Surviving Corporation.

**4.2 Amendment.** To the extent permitted by law, this Agreement and Plan of Merger may be amended by the mutual consent of the Managers of Merging Company and the Board of Directors of Surviving Corporation at any time before or after approval hereof by the Members of Merging Company and the stockholders of Surviving Corporation but, after such approval, no amendment shall be made which by law requires the further approval of such members and stockholders, respectively, without obtaining such approval. This Agreement and Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

### ARTICLE V

**5.1 Counterparts.** This Agreement and Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the date first above written.

**ZELLCOMP, LLC**  
a North Carolina limited liability company

By: Meg Richards  
Meg Richards, Manager and Sole Member

**ZELL COMP, INC.,**  
a Delaware corporation

By: Daniel H. Richards  
Daniel H. Richards, President & CEO