

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/2005
CONVEYING PARTY DATA	
Name	Execution Date
DB Design Group, Inc.	06/30/2005
RECEIVING PARTY DATA	
Name:	DB Merger Sub LLC
Street Address:	1499 SE Tech Center Place
Internal Address:	Suite 140
City:	Vancouver
State/Country:	WASHINGTON
Postal Code:	98683
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5410258
CORRESPONDENCE DATA	
Fax Number:	(503)274-4622
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	503-222-3613
Email:	docketing@techlaw.com
Correspondent Name:	Alexander C. Johnson, Jr.
Address Line 1:	210 SW Morrison Street
Address Line 2:	Suite 400
Address Line 4:	Portland, OREGON 97204
ATTORNEY DOCKET NUMBER:	9606-126
NAME OF SUBMITTER:	Alexander C. Johnson, Jr.
Total Attachments: 6	

OP \$40.00 5410258

500063992

PATENT
REEL: 016862 FRAME: 0027

source=dbmerger#page1.tif
source=dbmerger#page2.tif
source=dbmerger#page3.tif
source=dbmerger#page4.tif
source=dbmerger#page5.tif
source=dbmerger#page6.tif

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 16 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 30 2005

BRUCE McPHERSON
Secretary of State

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

**AGREEMENT AND PLAN OF MERGER OF
DB DESIGN GROUP, INC.
WITH AND INTO DB MERGER SUB LLC**

SEP - 7 2005

1. Parties to the Merger; Surviving Entity. DB Design Group, Inc., a California corporation ("DBDG"), and DB Merger Sub LLC, a Washington limited liability company ("DBMS"), intend to effect a merger (the "Merger") of DBDG with and into DBMS in accordance with this Agreement and the applicable provisions of the California Corporations Code and the Washington Limited Liability Company Act (the "WLLCA"). Upon completion of the Merger, DBDG will cease to exist. DBMS as the surviving entity after the Merger is hereinafter sometimes referred to as the "Surviving Entity."

2. Terms and Conditions of the Merger. At the effective time of the Merger (the "Effective Time"), the effect of the Merger shall be as provided in the applicable provisions of the WLLCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, title to all property of DBDG and DBMS shall vest in the Surviving Entity, and all liabilities of DBDG and DBMS shall become the liabilities of the Surviving Entity.

3. Conversion of Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of DBDG, DBMS or the holders of any of the following securities:

(i) Each share of DBDG common stock outstanding immediately before the Effective Time shall be converted into the right to receive:

(a) an amount of cash determined by dividing \$1,000,000 by the number of shares of DBDG common stock outstanding immediately prior to the Effective Time; and

(b) a fraction of a share of Series B preferred stock of UMD Technologies, Inc., a Washington corporation and the direct parent of DBMS, the numerator of which is 1,500,000 and the denominator of which is the number of shares of DBDG common stock issued and outstanding immediately prior to the Effective Time.

(ii) The membership interests of DBMS issued and outstanding immediately prior to the Effective Time shall remain outstanding and shall constitute the outstanding membership interests of the Surviving Entity.

4. Amendment of Certificate of Formation of Surviving Entity. At the Effective Time, the Certificate of Formation of DBMS, as in effect immediately prior to the Effective Time, shall be the Certificate of Formation of the Surviving Entity until thereafter amended as provided by law and such Certificate of Formation of the Surviving Entity; *provided however*, that at the Effective Time the Certificate of Formation of the Surviving Entity shall be amended so that the name of the Surviving Entity shall be "DB Design Group, LLC."

(Signature Page Follows)

IN WITNESS WHEREOF the parties have executed this Agreement and Plan of Merger
as of June 30, 2005.

DB DESIGN GROUP, INC.,
a California corporation

DB MERGER SUB LLC,
a Washington limited liability company

By: UMD TECHNOLOGY, INC.,
a Washington corporation

By: 

Name: Derek Bowers
Title: President

Matthew Bergeron
President

By: 

Name: Rennie Bowers
Title: Secretary

IN WITNESS WHEREOF the parties have executed this Agreement and Plan of Merger
as of June 30, 2005.

DB DESIGN GROUP, INC.,
a California corporation

DB MERGER SUB LLC,
a Washington limited liability company

By: UMD TECHNOLOGY, INC.,
a Washington corporation
Its Manager

By: _____
Name:
Title: President

Matthew Bergeron
President

By: _____
Name:
Title: Secretary

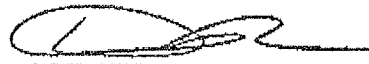
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Derek Bowers and Rennie Bowers certify that:

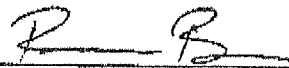
1. They are the President and Secretary, respectively, of DB Design Group, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 583,600.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: June 30, 2005



Derek Bowers, President



Rennie Bowers, Secretary

TOTAL P.07



State of California
Secretary of State

OTHER BUSINESS ENTITY
CERTIFICATE OF MERGER

(Corporations Code Sections 1113(g)(1) and (2), 6019.1, 6019.1 and 12540.1)

Filing Fee - Please see Instructions.
IMPORTANT - Read Instructions before completing this form.

This Space For Filing Use Only

1. Name of surviving entity: DB Merger Sub LLC	2. Type of entity: LLC	3. Secretary of State File Number: 200517810131	4. Jurisdiction: Washington
5. Name of disappearing entity: DB Design Group, Inc.	6. Type of entity: Corporation	7. Secretary of State File Number: 61823887	8. Jurisdiction: California
9. Future effective date, if any:		Month	Day Year

10. If a vote was required enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required:

Surviving Entity		Disappearing Entity	
Each class entitled to vote	Percentage of vote required	Each class entitled to vote	Percentage of vote required
100% of Membership	100%	Common Stock	51%

11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required.

12. If equity securities of a parent party are to be issued in the merger:
☒ No vote of the shareholders of the parent party was required. ☐ The required vote of the shareholders of the parent party was obtained.

SECTION 13 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, DOMESTIC LIMITED PARTNERSHIP OR PARTNERSHIP.

13. Requisite changes to the information set forth in the Articles of Organization, Certificate of Limited Partnership or Statement of Partnership Authority of the surviving limited liability company, limited partnership or partnership resulting from the merger. Attach additional pages, if necessary.

SECTION 14 IS APPLICABLE IF THE SURVIVING ENTITY IS AN OTHER BUSINESS ENTITY.

14. Principal business address of the surviving other business entity:

Address: 1499 EB Tech Center Place, Suite 140 ; Zip: 98683
 City: Vancouver State: WA

15. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary.
 None

16. Statutory or other basis under which each foreign other business entity is authorized to effect the merger:
 Revised Code of Washington Section 25.15.415

17. Number of pages attached, if any:

18. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument which execution is my act and deed.

Signature of Authorized Person for the Surviving Entity	Date 6/27/05	Matthew Bergeron, President of UMD Technology, Inc., which is the Manager of DB Merger Sub LLC
Signature of Authorized Person for the Surviving Entity	Date 6/27/05	Type or Print Name and Title of Person Signing William Thale, Assistant Secretary of UMD Technology, Inc., which is the Manager of DB Merger Sub LLC

Signature of Authorized Person for the Disappearing Entity	Date	Type or Print Name and Title of Person Signing
--	------	--

Signature of Authorized Person for the Disappearing Entity	Date	Type or Print Name and Title of Person Signing
--	------	--

For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing.

SECRET (REV. 03/2004)

FORM 055 (Rev. 03/2004) - Approved by Secretary of State

TOTAL P. 02