

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
EFFECTIVE DATE:	07/01/2005
CONVEYING PARTY DATA	
Name	Execution Date
DB Merger Sub LLC	06/30/2005
RECEIVING PARTY DATA	
Name:	DB Design Group, 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:	5032223613
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: 8	

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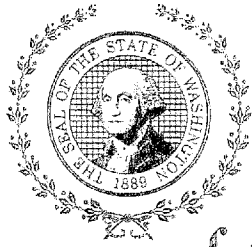
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UNITED STATES OF AMERICA

# The State of Washington

Secretary of State



## CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

DB MERGER SUB LLC

WA Limited Liability Company

UBI: 602-514-203

Filing Date: July 1, 2005

Merging Entities:

Not Qualified in WA DB DESIGN GROUP, INC.



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

PATENT

REEL: 016862 FRAME: 0037

FILED  
SECRETARY OF STATE

JUL 01 2005

STATE OF WASHINGTON

ARTICLES OF MERGER OF  
DB DESIGN GROUP, INC. WITH AND INTO  
DB MERGER SUB LLC

The undersigned officer of DB Design Group, Inc., a California corporation, and the undersigned manager of DB Merger Sub LLC, a Washington limited liability company, hereby certify as follows:

1. Attached hereto as **Exhibit A** and incorporated by reference herein is the Agreement and Plan of Merger (the "Plan of Merger") providing for the merger of DB Design Group, Inc., a California corporation (the "Disappearing Company"), with and into DB Merger Sub LLC, a Washington limited liability company (the "Surviving Entity").

2. A. On June 29, 2005, the Plan of Merger was duly approved by the shareholders of the Disappearing Corporation pursuant to the provisions of the California Corporations Code.

B. On June 27, 2005, the Plan of Merger was duly approved by the sole member of the Surviving Entity pursuant to Section 25.15.400 of the Washington Limited Liability Company Act.

[Signature page follows]

**EXHIBIT A  
PLAN OF MERGER**

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

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.

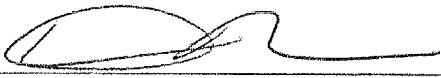
(ii) The membership interests of DBMS issued and outstanding immediately prior to the Effective Time shall remain outstanding and shall constitute the outstanding membership interests of the Surviving Entity.

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, each of the undersigned has executed these Articles of Merger on behalf of the respective entities listed below in an official and authorized capacity under penalty of perjury this 30<sup>th</sup> day of June, 2005.

**DB DESIGN GROUP, INC.,**  
a California corporation

By: 

Name: Derek Bowers  
Title: President

**DB MERGER SUB LLC,**  
a Washington limited liability company

By: **UMD TECHNOLOGY, INC.,**  
a Washington corporation

By: \_\_\_\_\_

Name: Matthew Bergeron  
Title: President

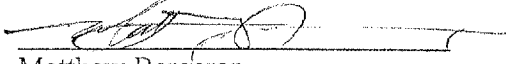
IN WITNESS WHEREOF, each of the undersigned has executed these Articles of Merger on behalf of the respective entities listed below in an official and authorized capacity under penalty of perjury this 30<sup>th</sup> day of June, 2005.

**DB DESIGN GROUP, INC.,**  
a California corporation

By: \_\_\_\_\_  
Name:  
Title: President

**DB MERGER SUB LLC,**  
a Washington limited liability company

By: **UMD TECHNOLOGY, INC.,**  
a Washington corporation  
its Member

  
Matthew Bergeron  
President



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

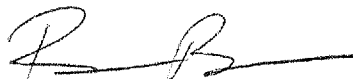
By: \_\_\_\_\_



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 Member

By: \_\_\_\_\_  
Name:  
Title: President

  
\_\_\_\_\_  
Matthew Bergeron  
President

By: \_\_\_\_\_  
Name:  
Title: Secretary