

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/18/2003
CONVEYING PARTY DATA	
Name	Execution Date
BBN Acquisition, Inc.	11/17/2003
RECEIVING PARTY DATA	
Name:	Tectonic Solutions, Inc.
Street Address:	1825 Barrett Lakes Boulevard
Internal Address:	Suite 260
City:	Kennesaw
State/Country:	GEORGIA
Postal Code:	30144
PROPERTY NUMBERS Total: 2	
Property Type	Number
Patent Number:	6459435
Patent Number:	6664972
CORRESPONDENCE DATA	
Fax Number:	(858)720-2555
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	858-720-2500
Email:	sandrbridges@paulhastings.com
Correspondent Name:	PAUL, HASTINGS, JANOFISKY & WALKER LLP
Address Line 1:	PO BOX 919092
Address Line 4:	SAN DIEGO, CALIFORNIA 92191-9092
ATTORNEY DOCKET NUMBER:	70798.00004
NAME OF SUBMITTER:	Jane Inyoung Song
Total Attachments: 9	

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ARTICLES OF MERGER  
OF  
BBN ACQUISITION, INC.  
(a North Carolina corporation)  
INTO  
TECTONIC SOLUTIONS, INC.  
(a Georgia corporation)

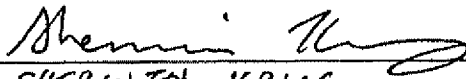
Pursuant to Sections 55-11-05 and 55-11-07 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between a domestic business corporation and a foreign business corporation.

1. The name of the surviving corporation is Tectonic Solutions, Inc., a corporation organized under the laws of the State of Georgia. The name of the merged corporation is BBN Acquisition, Inc., a corporation organized under the laws of the State of North Carolina.
2. Attached hereto as Exhibit A is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
3. With respect to the surviving corporation, the plan of merger was approved in accordance with the laws of the State of Georgia.
4. With respect to the merged corporation, shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
5. The merger is permitted by the law of the state or country of incorporation or organization of each foreign entity which is a party.
6. Each foreign entity which is a party has complied or shall comply with the applicable laws of its state or country of incorporation or organization.
7. These articles will be effective upon filing.

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IN WITNESS WHEREOF, the undersigned party has executed these Articles of Merger  
as of the 18<sup>th</sup> day of November 2003.

TECTONIC SOLUTIONS, INC.

By:   
Name: SHERWIN KRUGA  
Title: CHIEF FINANCIAL OFFICER

**PLAN OF MERGER  
OF  
BBN ACQUISITION, INC.  
INTO  
TECTONIC SOLUTIONS, INC.**

This document constitutes the plan of merger (the "Plan") for a merger (the "Merger") between BBN Acquisition, Inc., a North Carolina corporation ("BBN"), and Tectonic Solutions, Inc., a Georgia corporation ("Merger Sub") and wholly owned subsidiary of Return On Investment Corporation, a Delaware corporation ("ROI"). BBN and Tectonic are sometimes hereinafter collectively referred to as the "Merging Corporations."

**BACKGROUND**

A. BBN is a North Carolina corporation with authorized capital stock of 10,000,000 shares, \$.001 par value per share, all of which are designated Common Stock, 1,930,321 shares of Common Stock are issued and outstanding; 10,000 shares of Common Stock are subject to outstanding options issued under the BBN Acquisition, Inc. 2002 Stock Plan.

B. Merger Sub is a Georgia corporation with authorized capital stock of 1,000 shares of Common Stock, \$.01 par value per share, all of which are issued and outstanding. Tectonic is a wholly owned subsidiary of ROI, a corporation duly organized and existing under the laws of the State of Delaware.

C. This Plan is subject to the terms, provisions and conditions of that certain definitive Agreement and Plan of Merger, dated as of October 29, 2003, by and among BBN, Merger Sub, ROI and certain shareholders of BBN (the "Merger Agreement"), setting forth the respective rights and obligations of such parties in connection with the adoption and implementation of this Plan. To the extent of any conflict between the terms of this Plan and the Merger Agreement, the terms of the Merger Agreement shall be controlling. All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Merger Agreement unless the context clearly requires otherwise.

D. The Merger shall be implemented as provided herein upon the approval of the Board of Directors and shareholders of each Merging Corporation.

E. The parties intend that the transactions contemplated hereby will qualify as a tax-free forward triangular merger of BBN with and into Merger Sub in a reorganization pursuant to Section 368 of the Internal Revenue Code.

**TERMS OF MERGER**

1. Merger. At the Effective Time (as hereinafter defined), on the terms and subject to the conditions set forth in the Merger Agreement, and in accordance with the North Carolina Business Corporation Act (the "NCBCA") and the Georgia Business Corporation Code (the

"GBCC"), BBN shall be merged with and into Merger Sub (the "Merger"), the separate corporate existence of BBN shall cease and Merger Sub shall continue as the surviving corporation. Merger Sub will continue to exist under and be governed by the GBCC.

2. Effective Time. At the closing of the Merger (the "Closing") and upon satisfaction or waiver of the conditions set forth in Article VI of the Merger Agreement, the Merging Corporations shall cause Articles of Merger (the "Articles of Merger") to be duly executed and filed with the Office of the Secretary of State of the State of North Carolina as provided under the NCBCA and with the Office of the Secretary of State of the State of Georgia as provided under the GBCC. The Merger shall become effective upon the filing of the Articles of Merger with the Office of the Secretary of State of the State of North Carolina, or at such later time as is specified in the Articles of Merger, and such time is hereinafter referred to as the "Effective Time."

3. Effect of Merger. The Merger shall have the effects set forth in the applicable provisions of the NCBCA and the GBCC. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, (a) the separate corporate existence of BBN will cease and BBN will be merged with and into Merger Sub, (b) all property of Merger Sub and BBN shall vest in the Surviving Corporation, and all liabilities of BBN and Merger Sub shall become the liabilities of the Surviving Corporation, (c) the articles of incorporation of Merger Sub as in effect at the Effective Time will be the articles of incorporation of the Surviving Corporation until thereafter changed or amended in accordance with the provisions thereof and applicable law, (d) the bylaws of Merger Sub as in effect at the Effective Time will be the articles of incorporation of the Surviving Corporation until thereafter changed or amended in accordance with the provisions thereof and applicable law, and (e) the directors and officers of Merger Sub shall be the directors and officers of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

4. Consideration. In consideration of all the issued and outstanding shares of common stock of BBN (the "BBN Common Stock") at the Effective Time (the "Shares"), ROI shall issue 750,000 shares (such shares, plus the Fractional Payments payable pursuant to Section 6, the "Merger Consideration") of the common stock of ROI (the "ROI Common Stock"). The ROI Common Stock portion of the Merger Consideration shall be valued on a per share basis at the average closing price of ROI's common stock on the Over-the-Counter Bulletin Board for the sixty trading days ending on the trading day prior to the Closing Date.

5. Effect on Capital Stock. Subject to the terms and conditions of the Merger Agreement, as of the Effective Time, by virtue of the Merger and without any action on the part of Merger Sub, BBN or the holder of any shares of the capital stock of BBN, the following shall occur:

(a) Each share of BBN Common Stock which is held as of the Effective Time, shall be converted into the right to receive that fraction of a share of ROI Common Stock equal to the Applicable Fraction (as defined below).

(b) Each share of capital stock of BBN that is held in the treasury of BBN, if any, shall be cancelled and retired and cease to exist and no consideration shall be issued in exchange therefor.

(c) To the extent any options to purchase the BBN Common Stock remain exercisable immediately prior to the Effective Time, such options shall, in connection with the Merger, be terminated and shall not be assumed by ROI.

(d) For purposes of this Agreement, the "Applicable Fraction" shall be the number equal to the fraction: (A) having a numerator equal to 750,000 and (B) having a denominator equal to the aggregate number of shares of BBN Common Stock outstanding immediately prior to the Effective Time.

6. Exchange of Certificates.

(a) At the Effective Time, upon surrender of a stock certificate representing BBN Common Stock (a "BBN Stock Certificate") to ROI for exchange, ROI shall deliver to the holder of such BBN Stock Certificate a certificate representing the number of shares of ROI Common Stock that such holder has the right to receive pursuant to Section 5 of this Plan of Merger; provided, however, that all certificates representing ROI Common Stock to be delivered to the holder of a BBN Stock Certificate shall, in each case, represent only whole shares of ROI Common Stock, and in lieu of any fractional shares to which such holder would otherwise be entitled, the holder of such BBN Stock Certificate shall be paid in cash an amount equal to the product of (i) the closing price of the ROI Common Stock on the over-the-counter bulletin board on the last business day immediately preceding the Closing Date, multiplied by (ii) the fraction of a share of ROI Common Stock that would otherwise be deliverable to such holder (such product, the "Fractional Payment").

(b) All BBN Stock Certificates so surrendered shall be cancelled. Until surrendered as contemplated by this Section 6, each BBN Stock Certificate shall be deemed, from and after the Effective Time, to represent only the right to receive the Merger Consideration in accordance with the Merger Agreement. If any BBN Stock Certificate shall have been lost, stolen or destroyed, the owner thereof shall, in lieu of surrendering such BBN Stock Certificate, provide an appropriate affidavit to ROI as indemnity against any claim that may be made against ROI or the Surviving Corporation with respect to such BBN Stock Certificate.

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**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 033220778  
CONTROL NUMBER : 0357905  
EFFECTIVE DATE : 11/18/2003  
REFERENCE : 0093  
PRINT DATE : 11/18/2003  
FORM NUMBER : 411

POWELL, GOLDSTEIN, FRAZER & MURPHY  
SHANNAN KRIPPNER  
191 PEACHTREE ST, NE, 16TH FLOOR  
ATLANTA GA 30303

### **CERTIFICATE OF MERGER**

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

**TECTONIC SOLUTIONS, INC., A GEORGIA CORPORATION**

Nonsurviving Entity/Entities:

**BBN ACQUISITION, INC., A NORTH CAROLINA CORPORATION**



  
CATHY COX  
SECRETARY OF STATE



33220778

**CERTIFICATE OF MERGER**  
**of**  
**BBN ACQUISITION, INC.**  
(a North Carolina corporation)

**WITH AND INTO**  
**TECTONIC SOLUTIONS, INC.**  
(a Georgia Corporation)

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Tectonic Solutions, Inc., as the surviving corporation, hereby certifies that:

**I.**

The name and jurisdiction of organization or formation of each constituent entity that is merging are:

- (a) Tectonic Solutions, Inc., a Georgia corporation; and
- (b) BBN Acquisition, Inc., a North Carolina corporation.

**II.**

Under the plan of merger, Tectonic Solutions, Inc. shall be the surviving corporation (the "Surviving Corporation") of the merger and will be governed by the laws of the State of Georgia. The Articles of Incorporation of Tectonic Solutions, Inc. shall continue to be the Articles of Incorporation of the Surviving Corporation without amendment thereto.

**III.**

The executed plan of merger is on file at the principal place of business of the Surviving Corporation, the address of which is as follows:

Tectonic Solutions, Inc.  
1825 Barrett Lakes Boulevard  
Suite 260  
Kennesaw, Georgia 30144

**IV.**

Upon request, a copy of the plan of merger will be furnished without cost to any shareholder of the Surviving Corporation or BBN Acquisition, Inc.

V.

The merger shall be effective on November 18, 2003 at 4:00 p.m. EST.

VII.

The plan of merger has been duly authorized and approved by each constituent business entity and their respective shareholders, in accordance with North Carolina law and Section 14-2-1103 of the Georgia Business Corporation Code respectively.

VIII.

This Certificate constitutes an undertaking by the Surviving Corporation that the request for publication of a notice of filing these Articles or Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

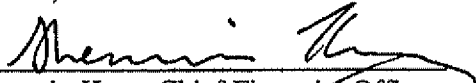
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IN WITNESS WHEREOF, this Certificate of Merger has been executed by a duly authorized officer of Tectonic Solutions, Inc. on this 17th day of November, 2003.

Tectonic Solutions, Inc.


Signature:

By:

  
Sherwin Krug, Chief Financial Officer

[CORPORATION SEAL]

ATTEST:

  
Name: Paul Andrew Brooker  
Title: Attorney

SECRETARY OF STATE  
2003 NOV 18 P 2:34  
CORPORATIONS DIVISION