

# PATENT ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/13/2008
CONVEYING PARTY DATA	
Name	Execution Date
Digimarc Corporation	08/13/2008
RECEIVING PARTY DATA	
Name:	L-1 Secure Credentialing, Inc.
Street Address:	296 Concord Road
City:	Billerica
State/Country:	MASSACHUSETTS
Postal Code:	01821
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11106364
CORRESPONDENCE DATA	
Fax Number:	(617)542-2241
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	6175426000
Email:	ragoldman@mintz.com
Correspondent Name:	Anthony Jason Mirabito
Address Line 1:	One Financial Center
Address Line 2:	Mintz Levin Cohn Ferris Glovsky & Popeo
Address Line 4:	Boston, MASSACHUSETTS 02111
ATTORNEY DOCKET NUMBER:	38820-552001US
NAME OF SUBMITTER:	Anthony Jason Mirabito
Total Attachments: 6 source=38820-552001US-MergerAgt#page1.tif source=38820-552001US-MergerAgt#page2.tif	

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**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
DOLOMITE ACQUISITION CO.  
with and into  
DIGIMARC CORPORATION**

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Dolomite Acquisition Co., a Delaware corporation (the "Company"), hereby certifies as follows:

FIRST: The Company was incorporated on March 20, 2008, under and pursuant to the DGCL.

SECOND: The Company owns at least 90% of the outstanding shares of each class of stock of Digimarc Corporation ("Digimarc"), a corporation incorporated on September 27, 1999, under and pursuant to the DGCL.

THIRD: The resolutions set forth on Exhibit A attached hereto were duly adopted by the sole director of the Company on August 13, 2008 to merge the Company with and into Digimarc on the terms and subject to the conditions set forth on Exhibit A attached hereto (the "Merger").

FOURTH: The surviving corporation in the Merger which will continue its existence upon the effective time of the Merger will be Digimarc.

FIFTH: The Merger shall be effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

SIXTH: The sole stockholder of the Company has approved the Merger by written consent dated August 13, 2008, pursuant to Section 228 of the DGCL.

SEVENTH: As set forth in the resolutions set forth on Exhibit A, upon the effective date of the Merger, the name of the Company shall be changed to "L-1 Secure Credentialing, Inc."

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IN WITNESS WHEREOF, the undersigned has caused this Certificate of  
Ownership and Merger to be executed on August 13<sup>th</sup>, 2008.

DOLOMITE ACQUISITION CO.

By: 

Robert V. LaPenta  
Chairman and Chief Executive Officer

[SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER]

EXHIBIT A

1. Merger of the Company and Digimarc.

WHEREAS, the Company entered into that certain Amended and Restated Agreement and Plan of Merger, dated as of June 29, 2008, as amended by Amendment No. 1, dated as of July 17, 2008 (the "Merger Agreement"), with L-1 Identity Solutions, Inc., a Delaware Corporation ("L-1"), and Digimarc Corporation, a Delaware corporation ("Digimarc");

WHEREAS, pursuant to the transactions contemplated by the Merger Agreement, the Company, prior to the date hereof, has acquired at least 90% of the outstanding shares of each class of stock of Digimarc; and

WHEREAS, the Company desires to merge with and into Digimarc (the "Merger"), with Digimarc being the surviving corporation in the Merger (the "Surviving Corporation").

NOW, THEREFORE, BE IT RESOLVED, that the Merger of the Company with and into Digimarc, with Digimarc being the Surviving Corporation, be, and hereby is, authorized and approved in all respects;

RESOLVED FURTHER, that the Merger be effective at the time (the "Effective Time") upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware pursuant to Section 253 of the DGCL;

RESOLVED FURTHER, that the Merger be submitted to L-1, the sole stockholder of all of the issued and outstanding shares of stock of the Company, for its approval by written consent pursuant to Section 228 of the DGCL;

RESOLVED FURTHER, that each share of common stock of Digimarc, par value \$0.001 per share, issued and outstanding immediately prior to the Effective Time shall, at the Effective Time, be cancelled and cease to exist and (other than shares held by (a) L-1 or the Company or (b) stockholders who exercise appraisal rights under, and in accordance with, the DGCL) be converted into the right to receive \$12.25 per share, in cash, without interest thereon and less any required withholding taxes;

RESOLVED FURTHER, that each share of common stock of the Company issued and outstanding immediately prior to the Effective Time, which is the only outstanding class of stock of the Company, all of which is held by L-1, the sole stockholder of the Company, shall, at the Effective Time, be converted into and become one (1) fully paid and nonassessable share of common stock, par value \$0.001 per share, of the Surviving Corporation;

RESOLVED FURTHER, that the Certificate of Incorporation in the form set forth as Annex A hereto shall, at the Effective Time, be and become the Certificate of Incorporation of the Surviving Corporation, and the name of the Surviving Corporation shall be changed to "L-1 Secure Credentialing, Inc.";

RESOLVED FURTHER, that, upon receiving approval of the Merger by L-1 in its capacity as the sole stockholder of the Company, each of the officers of the Company be, and each hereby is, authorized and directed to make and execute a Certificate of Ownership and Merger, and to cause the same to be filed with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that each of the officers of the Company be, and each hereby is, authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary, appropriate or advisable to effect the Merger; and

RESOLVED FURTHER, that the Merger may be terminated at any time prior to the Effective Time by action of the Sole Director of the Company notwithstanding approval of the Merger by the sole stockholder of the Company.

2. Ratification of Past Actions.

RESOLVED, that all acts and deeds of the officers of the Company, taken prior to the date hereof, to carry out the intent and to accomplish the purposes of the foregoing resolutions are hereby approved, adopted, ratified and confirmed in all respects.

3. General Authority.

RESOLVED, that the officers of the Company, any one of whom may act without the joinder of any other, be and hereby are, authorized, empowered and directed for and on behalf of the Company, to take all such further actions, including, but not limited to (a) the negotiation of such agreements, amendments, supplements, reports, documents, instruments, applications, forms, notes or certificates currently unknown but which may be required, (b) the negotiation of such changes and additions to any agreements, amendments, supplements, reports, documents, instruments, applications, forms, notes or certificates currently existing, (c) the execution, delivery and filing (if applicable) of any of the foregoing, and (d) the payment of all fees, taxes and other expenses as any such officer of the Company, in his sole discretion, may approve or deem necessary, appropriate or advisable to effect or implement the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, all such actions, executions, deliveries, filings and payments to be conclusive evidence of such approval.

ANNEX A

**THIRD AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
L-1 SECURE CREDENTIALING, INC.**

FIRST. The name of the corporation is L-1 Secure Credentialing, Inc. (the "Corporation").

SECOND. The address of the Corporation's registered office in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, in the City of Wilmington, in the County of New Castle, in the State of Delaware 19808. The name of the Corporation's registered agent at such address is The Corporation Service Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. 1. Common Stock. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,000 shares of common stock, par value \$0.001 per share (the "Common Stock"). All shares of Common Stock will be identical and will entitle the holders thereof to the same rights and privileges.

2. Voting Rights. The holders of Common Stock will be entitled to one vote per share on all matters to be voted on by the Corporation's stockholders, except as otherwise required by law. There shall be no cumulative voting.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefore as and when determined by the Board of Directors, subject to any provision of this Certificate of Incorporation, as it may be amended from time to time.

4. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled to share, ratably according to the number of shares of Common Stock held by them, in the remaining assets of the Corporation available for distribution to its stockholders.

FIFTH. To the fullest extent permitted by Delaware statutory or decisional law, as amended or interpreted, no director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. This Article Fifth does not affect the availability of equitable remedies for breach of fiduciary duties.

SIXTH. The Board of Directors, acting by majority vote, is expressly authorized to adopt, amend or repeal the bylaws of the Corporation.

SEVENTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are subject to this reservation.

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