

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/04/2010

CONVEYING PARTY DATA

Name	Execution Date
Elemental Innovation Inc.	10/04/2010
HALO Maritime Defense Systems, Inc.	10/04/2010

RECEIVING PARTY DATA

Name:	HALO Maritime Defense Systems, Inc.
Street Address:	300 Brickstone Square
Internal Address:	Suite 201
City:	Andover
State/Country:	MASSACHUSETTS
Postal Code:	01810

PROPERTY NUMBERS Total: 8

Property Type	Number
Application Number:	09669655
Application Number:	11013043
Application Number:	11013044
Application Number:	11013045
Application Number:	11879271
Application Number:	11879272
Application Number:	11879273
Application Number:	61333159

CORRESPONDENCE DATA

Fax Number: (202)756-8087
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2027568000

CH \$320.00 09669655

Email: lcruz@mwe.com
Correspondent Name: Michael A. Messina
Address Line 1: 600 13th Street, NW
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:

087189-0015

NAME OF SUBMITTER:

Michael A. Messina

Total Attachments: 12

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ELEMENTAL INNOVATION INC.", A NEW JERSEY CORPORATION, WITH AND INTO "HALO MARITIME DEFENSE SYSTEMS, INC." UNDER THE NAME OF "HALO MARITIME DEFENSE SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF OCTOBER, A.D. 2010, AT 3:08 O'CLOCK P.M.

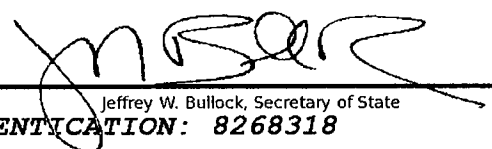
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4863344 8100M

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8268318

DATE: 10-05-10

PATENT
REEL: 025108 FRAME: 0677

CERTIFICATE OF OWNERSHIP AND MERGER

OF

ELEMENTAL INNOVATION INC.
(a New Jersey corporation)

WITH AND INTO

HALO MARITIME DEFENSE SYSTEMS, INC.
(a Delaware corporation)

Pursuant to Section 253(a) of the Delaware General Corporation Law, as amended (the "DGCL"), and Section 14A:10 of the New Jersey Business Corporation Act, as amended (the "NJBCA"), Elemental Innovation Inc., a New Jersey corporation (the "Company"), hereby certifies as follows:

1. The Company is a corporation incorporated on January 14, 2008 pursuant to the NJBCA, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.

2. HALO Maritime Defense Systems, Inc., a Delaware corporation ("HALO"), is a corporation incorporated on August 23, 2010 under the DGCL.

3. The Company is the owner of all of the outstanding shares of capital stock of HALO and the Company hereby merges itself with and into HALO (the "Merger"), and HALO shall be the surviving corporation (the "Surviving Corporation").

4. The name of the Surviving Corporation shall be "HALO Maritime Defense Systems, Inc.", a Delaware corporation.

5. The Board of Directors of the Company, at a meeting held on August 26, 2010, approved and duly adopted the resolutions attached hereto as Exhibit A and incorporated herein by reference for the merger of the Company with and into HALO

6. The Agreement and Plan of Merger has been adopted, approved, certified, executed and acknowledged by the Company, including the shareholders of the Company, under the provisions of the DGCL and the NJBCA.

[Signature Page Follows]

IN WITNESS WHEREOF, Elemental Innovation Inc. has caused this Certificate of Ownership and Merger to be signed by an authorized officer, this 30th day of September, 2010.

ELEMENTAL INNOVATION INC.


By: 
Name: Paul C. Jensen
Title: Chief Executive Officer

Exhibit A

BOARD RESOLUTIONS

WHEREAS, the Board is considering the reorganization of the Corporation whereby the Corporation will change its domicile from New Jersey to Delaware pursuant to an agreement and plan of merger, pursuant to which the Corporation will be merged with and into HALO Maritime Defense Systems, Inc. ("HALO"), the Corporation's newly-formed, wholly-owned Delaware subsidiary ("Merger"); and

WHEREAS, the Board believes that the Merger will, among other things, provide a more favorable long-term corporate structure for the Corporation's operations and will encourage future investment in the Corporation.

NOW, THEREFORE, BE IT:

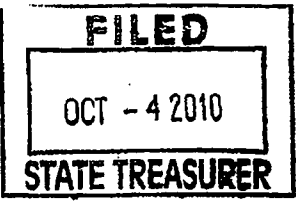
RESOLVED: That the Agreement and Plan of Merger in substantially the form presented to the Board, a copy of which shall be attached to the minutes hereof as Exhibit A (the "Merger Agreement"), and the transactions contemplated thereby, be, and the same hereby are, authorized, ratified, approved and adopted, together with such changes, modifications, revisions or other additions to the Merger Agreement as the appropriate officers of the Corporation may approve, with such approval being conclusively evidenced by the execution of the Merger Agreement by any of such officers for and on behalf of the Corporation

RESOLVED: That the Board direct that the Merger Agreement be submitted to a vote at a meeting of the stockholders of the Corporation; and that the Board recommends that the stockholders of the Corporation authorize, ratify, approve and adopt the Merger Agreement at a meeting of the stockholders of the Corporation.

RESOLVED: That, subject to approval of the Merger Agreement by the Corporation's stockholders, the officers of the Corporation be, and each acting singly hereby are, authorized to execute and deliver the Merger Agreement and the ancillary instruments thereto, including the Certificate of Ownership and Merger with the office of the Secretary of State of the State of Delaware and the Certificate of Merger with the office of the Department of the Treasury, Division of Revenue, of the State of New Jersey (collectively, the "Ancillary Instruments"), by and on behalf of the Corporation and to take such steps and perform all acts as they or any of them may deem necessary or advisable to carry out the transactions contemplated by the Merger Agreement and the Ancillary Instruments, whether within or without the State of Delaware or the State of New Jersey, which may be necessary or proper to effect the Merger.

RESOLVED: That as the Corporation is not the surviving corporation in the Merger, the capital stock of HALO shall be issued to the holders of the stock of the Corporation pro rata based on the type, class and series of shares held by such holder on surrender of any certificates therefor, as more fully set forth in the Merger Agreement.

RESOLVED: That the actions of the officers, agents and representatives of the Corporation in preparing the Merger Agreement and the Ancillary Instruments are hereby ratified, confirmed and approved in all respects by and on behalf of the Corporation.



UMC-2 11/03

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to N.J.S.A. 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

1. Type of Filing (check one): Merger Consolidation

2. Name of Surviving Business Entity: HALO Maritime Defense Systems, Inc.

3. Name(s)/Jurisdiction(s) of All Participating Business Entities including Surviving Entity:

Name	Jurisdiction	Identification # Assigned by Treasurer (if applicable)
HALO Maritime Defense Systems, Inc.	Delaware	0101011518
Elemental Innovation Inc.	New Jersey	0100988275

4. Date Merger/Consolidation adopted: 9/17/10

5. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name HALO Maritime Defense Systems, Inc. Outstanding Shares 1
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ : OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-b Corp. Name Elemental Innovation Inc. Outstanding Shares
If applicable, set forth the number and designation of any class or series of shares entitled to vote.
See Attachment

Voting For 1,303,099 Voting Against 0 : OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-c Corp. Name _____ Outstanding Shares _____
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ : OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer:

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.



The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

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Certificate of Merger/Consolidation
UMC-2
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7. Effective Date (see inst.):

Signature	Name	Title	Date
	Paul C. Jensen	President,	10/4/10
		HALO Maritime Defense Svc	
	Paul C. Jensen	Chief Executive Officer,	10/4/10
		Elemental Innovation Inc.	

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement"), dated as of August 26, 2010, by and between Elemental Innovation, Inc., a New Jersey corporation (the "Company"), and HALO Maritime Defense Systems, Inc., a wholly-owned Delaware subsidiary of the Company, formed solely for the purpose of reincorporating the Company in the State of Delaware ("HALO").

WHEREAS, the Company owns all of the issued and outstanding shares of capital stock of HALO;

WHEREAS, the parties hereto are desirous of merging the Company with and into HALO and continuing the Company's business activities; and

WHEREAS, pursuant to the Company's Certificate of Incorporation and By-Laws and HALO's Certificate of Incorporation and By-Laws, the Board of Directors of the Company and the Board of Directors of HALO have each approved and adopted this Agreement providing for the merger of the Company with and into HALO (the "Merger") in accordance with the applicable provisions of the laws of their respective jurisdictions of incorporation and upon the terms and subject to the conditions set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the Company and HALO hereby agree as follows:

1. Merger of the Company with and into HALO. At the Effective Time, as defined in Section 5 herein, (a) the Company shall merge with and into HALO (the "Merger"), (b) the separate existence of the Company shall cease to exist and (c) HALO shall be the surviving corporation in the Merger (the "Surviving Corporation") and shall continue its existence under Delaware law.
2. Certificate of Incorporation and Bylaws of the Surviving Corporation. The Certificate of Incorporation and Bylaws of HALO at the Effective Time shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Corporation, subject to any future amendments or deletions thereto in accordance with applicable law.
3. Directors and Officers of the Surviving Corporation. The directors and officers of the Company at the Effective Time shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified or until their earlier resignation or removal.
4. Cancellation, Conversion and Continuance of Shares.
 - (a) HALO. At the Effective Time, all shares of capital stock of HALO owned by the Company immediately prior to the consummation of the Merger shall be cancelled.
 - (b) Company Shares. Each issued and outstanding share, and each share then held in the treasury, of the Common Stock, no par value, of the Company (the "Company Common Stock") shall, by virtue of the Merger and without any action on the part of the holder thereof, be

Attachment to Certificate of Merger
of Elemental Innovation Inc. with and into HALO Maritime Defense Systems, Inc.

5 Voting [Continued from Certificate of Merger of Elemental Innovation Inc. with and into HALO Maritime Defense Systems, Inc.]:

-b Corp. Name Elemental Innovation Inc.

At the time of the adoption of the Agreement and Plan of Merger, the number of shares which were entitled to vote was 1,506,323, of which (A) 132,006 shares were Common Stock of the Corporation, no par value (the "Common Stock"), and (B) 1,374,317 shares were Preferred Stock of the Corporation, no par value (the "Preferred Stock"), of which (i) 439,998 shares have been designated as Series A Convertible Preferred Stock of the Corporation, no par value (the "Series A Preferred Stock"), (ii) 139,951 shares have been designated as Series A-1 Convertible Preferred Stock of the Corporation, no par value (the "Series A-1 Preferred Stock"), (iii) 389,971 shares have been designated as Series A-2 Convertible Preferred Stock of the Corporation, no par value (the "Series A-2 Preferred Stock"), and (iv) 404,397 shares have been designated as Series A-3 Convertible Preferred Stock of the Corporation, no par value (the "Series A-3 Preferred Stock").

The holders of the Common Stock and the Preferred Stock (as converted to Common Stock), voting as a single class, are entitled to vote for the Agreement and Plan of Merger. In addition, the holders of the Series A Preferred Stock, the Series A-1 Preferred Stock and the Series A-2 Preferred Stock, each voting as a separate class, are entitled to vote for the Agreement and Plan of Merger.

1,303,099 shares of the Common Stock and the Preferred Stock (as converted to Common Stock), 386,687 shares of the Series A Preferred Stock, 117,780 shares of the Series A-1 Preferred Stock and 354,259 shares of the Series A-2 Preferred Stock entitled to vote voted for the Agreement and Plan of Merger.

0 shares of the Common Stock and the Preferred Stock (as converted to Common Stock), 0 shares of the Series A Preferred Stock, 0 shares of the Series A-1 Preferred Stock and 0 shares of the Series A-2 Preferred Stock entitled to vote voted against the Agreement and Plan of Merger.

8. Applicable Provisions of Law [Additional Statement under Certificate of Merger of Elemental Innovation Inc. with and into HALO Maritime Defense Systems, Inc.]:

The applicable provisions of the NJSA and the Delaware General Corporation Law, as amended, upon compliance with filing and recording requirements thereunder, will have been complied with.

automatically converted at the Effective Time into one share of Common Stock, \$0.01 par value per share, of the Surviving Corporation (the "Surviving Corporation Common Stock"). Each issued and outstanding share of the Series A Convertible Preferred Stock, no par value, of the Company shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically converted at the Effective Time into one share of Series A Convertible Preferred Stock, \$0.01 par value per share, of the Surviving Corporation. Each issued and outstanding share of the Series A-1 Convertible Preferred Stock, no par value, of the Company shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically converted at the Effective Time into one share of Series A-1 Convertible Preferred Stock, \$0.01 par value per share, of the Surviving Corporation. Each issued and outstanding share of the Series A-2 Convertible Preferred Stock, no par value, of the Company shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically converted at the Effective Time into one share of Series A-2 Convertible Preferred Stock, \$0.01 par value per share, of the Surviving Corporation. Each issued and outstanding share of the Series A-3 Convertible Preferred Stock, no par value, of the Company shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically converted at the Effective Time into one share of Series A-3 Convertible Preferred Stock, \$0.01 par value per share, of the Surviving Corporation.

(c) Company Options, Warrants and Rights. The terms and conditions of each stock option, warrant or other right to purchase shares of the Company's capital stock outstanding immediately prior to the consummation of the Merger shall remain the same, except that such option, warrant or other right shall be an option, warrant or such other right, as the case may be, to purchase shares of the same type, class or series of capital stock of the Surviving Corporation. The consummation of the Merger shall not be deemed a transaction that constitutes a change of control, as such term is defined in the stock option plans or agreements of the Company under which options to purchase shares of Company Common Stock have been granted. Accordingly, the terms of outstanding stock options of the Company shall not be affected as a result of the Merger. A number of shares of Surviving Corporation Common Stock will be reserved for issuance upon the exercise of options, warrants or rights to purchase or otherwise acquire equal to the number of shares or other securities of the Company so reserved immediately prior to the Effective Time.

(d) Exchange of Shares. It will not be necessary for stockholders of the Company to exchange their existing stock certificates representing shares of Company Common Stock or preferred stock of the Company for stock certificates representing shares of Surviving Corporation Common Stock or preferred stock, as applicable. In the event, however, such stockholders decide to effect such an exchange, they shall receive shares of Surviving Corporation Common Stock or series of preferred stock, as applicable, possessing, subject to differences in applicable law and as set forth in Section 4(b) above, the same general rights as the common stock or series of preferred stock, as applicable, of the Company.

5. Approval, Filing and Effective Time. This Agreement shall be adopted and approved by HALO and the Company in the manner required by the Delaware General Corporation Law, as amended (the "DGCL"), and the New Jersey Business Corporation Act, as amended (the "NJBCA"), respectively. After this Agreement has been adopted and approved, and so long as it has not been terminated pursuant to Section 6 hereof, the Company and HALO, upon obtaining

the requisite Company stockholder approval under the NJBCA, shall file a Certificate of Merger with the Department of Treasury of the State of New Jersey and a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware. The Merger shall become effective upon the filing of such certificate (or such other date as set forth therein) with the Secretary of State of Delaware (the "Effective Time").


6. Amendment; Termination. This Agreement may be amended or terminated at any time prior to the Effective Time by action of the Board of Directors of both the Company and HALO, except as otherwise prohibited by the NJBCA or the DGCL, notwithstanding the adoption or approval contemplated by Section 5 hereof.

7. Further Assurances. From time to time, as and when required by the Surviving Corporation or its successors or assigns, there shall be executed and delivered on behalf of the Company such documents and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary to: (i) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Company and (ii) otherwise carry out the purposes of this Agreement. The executive officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of the Company or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.


[Signature Page Follows]

IN WITNESS WHEREOF, the Company and HALO have executed this Agreement and Plan of Merger as of the day and year first above written.

ELEMENTAL INNOVATION INC.

By: 
Name: Paul C. Jensen
Title: Chief Executive Officer

HALO MARITIME DEFENSE SYSTEMS, INC.

By: 
Name: Paul C. Jensen
Title: President

[Signature Page to Agreement and Plan of Merger]

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