

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/2007
CONVEYING PARTY DATA	
Name	Execution Date
Powercast, LLC	06/30/2007
RECEIVING PARTY DATA	
Name:	Powercast Corporation
Street Address:	114 N. Saint Clair Street
Internal Address:	P. O. Box 601
City:	Ligonier
State/Country:	PENNSYLVANIA
Postal Code:	15658
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	12499618
CORRESPONDENCE DATA	
Fax Number:	(202)842-7899
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	703-456-8000
Email:	rphelan@cooley.com
Correspondent Name:	Cooley LLP
Address Line 1:	777 6th Street, NW
Address Line 2:	Suite 1100, ATTN: Patent Group
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20001-2421
ATTORNEY DOCKET NUMBER:	POWC-004/02US 309341-2287
NAME OF SUBMITTER:	Jennifer H. Volk
Total Attachments: 10	

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"POWERCAST, LLC", A PENNSYLVANIA LIMITED LIABILITY COMPANY, WITH AND INTO "POWERCAST CORPORATION" UNDER THE NAME OF "POWERCAST CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 2007, AT 4:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2007, AT 12:01 O'CLOCK A.M.

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

4349834 8100M

070770129



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5807994

DATE: 06-30-07

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CERTIFICATE OF MERGER

OF

POWERCAST, LLC
(a Pennsylvania corporation)

AND

POWERCAST CORPORATION
(a Delaware corporation)

It is hereby certified that:

1. The constituent companies (the "Constituent Companies") participating in the merger certified herein (the "Merger") are:

(i) Powercast, LLC, which is a limited liability company organized under the laws of the Commonwealth of Pennsylvania ("POWERCAST PA") and

(ii) Powercast Corporation, which is incorporated under the laws of the State of Delaware ("POWERCAST DE").

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by (a) POWERCAST PA in accordance with subsection (c) of Section 264 of the General Corporation Law of the State of Delaware (the "DGCL") pursuant to the laws of the Commonwealth of Pennsylvania and (b) POWERCAST DE in the same manner as is provided in Section 251 of the DGCL.

3. Pursuant to the Agreement and Plan of Merger POWERCAST PA will be merged with and into POWERCAST DE and the separate existence of POWERCAST PA shall cease.

4. The name of the company surviving the Merger is "Powercast Corporation", which will continue its existence at and after the effective date of the Merger pursuant to the provisions of the DGCL (the "Surviving Corporation").

5. The Certificate of Incorporation of POWERCAST DE as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended pursuant to the provisions of the DGCL.

6. The executed Agreement and Plan of Merger between the Constituent Companies is on file at an office of the Surviving Corporation, the address of which is as follows:

Powercast Corporation
114 N Saint Clair Street, P.O. Box 601
Ligonier, PA 15658

7. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of each of the Constituent Companies

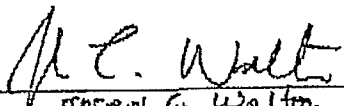
8. The Agreement and Plan of Merger between the Constituent Companies provides that the Merger shall be effective at 12:01 a.m. on July 1, 2007 insofar as the DGCL shall govern said effective date

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IN WITNESS WHEREOF, POWERCAST DE and POWERCAST PA have caused this Certificate of Merger to be signed by their respective officers thereunto duly authorized.

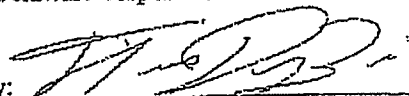
Dated: June 30, 2007

POWERCASE, LLC,
a Pennsylvania limited liability company

By: 
Name: Joseph C. Walton
Title: VP + Secretary

Dated: June 30, 2007

POWERCASE CORPORATION
a Delaware corporation

By: 
Name: Franco DiBascio
Title: CAO

C&C DATE STAMP

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles/Certificate of Merger

- ☐ Foreign (15 Pa C S)
☒ Domestic Business Corporation (§ 1926)
☐ Domestic Nonprofit Corporation (§ 5926)
☐ Limited Partnership (§ 8547)

Corporation Service Company
K.C.I.

Document will be returned to the
name and address you enter to
the left
←

Fee: \$150 plus \$40 additional for each
Party in additional to two

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1 The name of the corporation/limited partnership surviving the merger is:
Powercast Corporation

2. Check and complete one of the following

☐ The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider County
c/o

☒ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of Delaware and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County
114 N. Saint Clair St. P.O. Box 601 Ligonier Pennsylvania 15658 Westmoreland

(b) Name of Commercial Registered Office Provider County
c/o

☐ The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

2007 JUN 29 PM 4:35
PA DEPT. OF STATE

limited liability company

3 The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic ~~business entity~~ which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
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Powercast, LLC	114 N. Saint Clair St. P.O. Box 601, Ligonier, PA 15658	Westmoreland	
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4 Check and if appropriate complete one of the following

☐ The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State

☒ The plan of merger shall be effective on: July 1, 2007 at 12:01 a.m.
Date Hour

limited liability company

5 The manner in which the plan of merger was adopted by each domestic ~~business entity~~ is as follows:

Name	Manner of Adoption
Powercast, LLC	Adopted by action of the members pursuant to 15 P.A.C.S. Section 8957

6 ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger~~

The plan was authorized, adopted or approved, as the case may be, by the foreign business ~~entity~~ corporation/limited partnership or other foreign business entity which is a party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized

7 Check and if appropriate complete one of the following

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof

☐ Pursuant to 15 Pa C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is

Number and street	City	State	Zip	County
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liability company

IN TESTIMONY WHEREOF, the undersigned
corporation/limited partnership has caused these
Articles/Certificate of Merger to be signed by a duly
authorized officer thereof this

29th day of June
2007

Powercast Corporation

Name of Corporation/Limited Partnership

[Signature]

Signature

CAC

Title

Powercast, LLC

Name of Corporation/Limited Partnership

[Signature]

Signature

Secretary + VP

Title

EXHIBIT A

AGREEMENT AND PLAN OF MERGER, dated as of June 30, 2007, by and between POWERCAST CORPORATION, a corporation organized under the laws of the State of Delaware ("POWERCAST DE"), and POWERCAST, LLC, a limited liability company organized under the laws of the Commonwealth of Pennsylvania ("POWERCAST PA").

WHEREAS, POWERCAST DE is a wholly-owned subsidiary of POWERCAST PA; and

WHEREAS, the board of directors of POWERCAST PA has determined that it is in the best interests of POWERCAST PA and its members that POWERCAST PA be reincorporated and converted into a corporation organized under the laws of the State of Delaware through a merger of POWERCAST PA with and into POWERCAST DE, with POWERCAST DE as the surviving corporation following the merger and otherwise on the terms set forth in this Agreement;

NOW, THEREFORE, in consideration of the foregoing premises and the covenants and agreements contained herein, and intending to be legally bound hereby, POWERCAST DE and POWERCAST PA agree as follows:

1. Subject to the terms and conditions of this Agreement and the Certificate of Merger and Articles of Merger in such forms as are required by the relevant provisions of the Delaware General Corporation Law (the "DGCL") and the Pennsylvania Limited Liability Company Law of 1994 (the "PLLCL"), respectively, at the Effective Time (as defined below) POWERCAST PA shall be merged with and into POWERCAST DE (the "Merger"). By virtue of the Merger, the outstanding shares of capital stock of POWERCAST PA and POWERCAST DE shall be converted or canceled in the manner provided in Section 2 of this Agreement, the separate corporate existence of POWERCAST PA shall cease and POWERCAST DE shall be the surviving corporation following the Merger (the "Surviving Corporation").

2. At the Effective Time, by virtue of the Merger and without any further action on the part of POWERCAST DE, POWERCAST PA or any shareholder or member thereof:

(a) each unit of POWERCAST PA issued and outstanding immediately prior to the Effective Time shall be converted into and become eight fully paid and nonassessable shares of common stock, par value \$.001 per share, of the Surviving Corporation ("Common Stock"); and

(b) each share of common stock, par value \$.001 per share, of POWERCAST DE held by POWERCAST PA shall be cancelled.

3. The Merger shall become effective at such time as the Certificate of Merger is filed with the Secretary of State of the State of Delaware and the Articles of Merger are filed with the Secretary of State of the Commonwealth of Pennsylvania or such time stated in the Certificate of Merger and Articles of Merger, if different (such time, the "Effective Time").

4. The Merger shall be treated and reported by the parties, for federal income tax purposes, as an "assets-over" transaction described in Situation 1 of IRS Revenue Ruling 84-111 (1984-2 C.B. 88).

5. At and after the Effective Time, the Certificate of Incorporation of POWERCAST DE shall be the Certificate of Incorporation of the Surviving Corporation, until amended thereafter in accordance with applicable law.

6. At and after the Effective Time, the Bylaws of POWERCAST DE as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation, until amended thereafter in accordance with applicable law.

7. At and after the Effective Time, each of the directors and officers of POWERCAST DE immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, each to hold office until his or her respective successor is duly elected and qualified or until their earlier death, resignation or removal or, all in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

8. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its right, title and interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of either of the Constituent Companies, or (b) otherwise to carry out the purposes of this Agreement, the Surviving Corporation and its proper officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of either Constituent Corporation, all such deeds, bills of sale, assignments and assurances and to do, in the name and on behalf of either Constituent Corporation, all such other acts and things as may be necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title and interest in, to and under any of the rights, privileges, powers, franchises, properties or assets of such Constituent Corporation and otherwise to carry out the purposes of this Agreement.

9. This Agreement shall be submitted to the shareholders of the Constituent Companies for their approval or rejection in the manner prescribed by the provisions of the DGCL and the PLLCL.

10 In the event that this Agreement is duly adopted by the requisite votes of the shareholders entitled to vote in the manner prescribed by the provisions of the DGCL and the PLLCL, the Constituent Companies shall cause to be executed and filed and/or recorded the Certificate of Merger and the Articles of Merger and any other documents prescribed by the provisions of the DGCL and the PLLCL, and they shall cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

11. Any provision of this Agreement may be amended or waived if, and only if, such amendment or waiver is in writing and is signed, in the case of an amendment, by each party to this Agreement, or in the case of a waiver, by the party against whom the waiver is to be effective; provided that, after adoption of this Agreement by the shareholders of the Constituent Companies, no amendment or waiver shall be made which by law requires further approval by such shareholders without such further approval.

12. This Agreement may be executed in counterparts, and either party may execute any such counterpart, both of which when executed and delivered shall be deemed to be an original and which counterparts taken together shall constitute but one and the same instrument. This Agreement shall become effective when each party hereto shall have received a counterpart hereof signed by the other party hereto.

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