

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT						
NATURE OF CONVEYANCE:	MERGER						
EFFECTIVE DATE:	05/31/2000						
CONVEYING PARTY DATA							
<table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>Axiohm Transaction Solutions, Inc.</td> <td>05/31/2000</td> </tr> <tr> <td>Axiohm Delaware, Inc.</td> <td>05/31/2000</td> </tr> </tbody> </table>		Name	Execution Date	Axiohm Transaction Solutions, Inc.	05/31/2000	Axiohm Delaware, Inc.	05/31/2000
Name	Execution Date						
Axiohm Transaction Solutions, Inc.	05/31/2000						
Axiohm Delaware, Inc.	05/31/2000						
RECEIVING PARTY DATA							
Name:	Axiohm Transaction Solutions, Inc.						
Street Address:	1209 Orange Street						
City:	Wilmington						
State/Country:	DELAWARE						
Postal Code:	19801-1120						
PROPERTY NUMBERS Total: 2							
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Patent Number:</td> <td>6293469</td> </tr> <tr> <td>Patent Number:</td> <td>6439454</td> </tr> </tbody> </table>		Property Type	Number	Patent Number:	6293469	Patent Number:	6439454
Property Type	Number						
Patent Number:	6293469						
Patent Number:	6439454						
CORRESPONDENCE DATA							
Fax Number:	(216)621-4072						
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>							
Phone:	216-621-2234						
Email:	jwolfe@tarolli.com						
Correspondent Name:	John R. Hlavka						
Address Line 1:	1300 East Ninth Street						
Address Line 2:	Suite 1700						
Address Line 4:	Cleveland, OHIO 44114						
ATTORNEY DOCKET NUMBER:	PER-019579 US GEN						
NAME OF SUBMITTER:	John R. Hlavka						

OP \$80.00 6293469

Total Attachments: 8

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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 MERGER, WHICH MERGES:

"AXIOHM TRANSACTION SOLUTIONS, INC.", A CALIFORNIA CORPORATION,


WITH AND INTO "AXIOHM DELAWARE, INC." UNDER THE NAME OF "AXIOHM TRANSACTION SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2000, AT 3:30 O'CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8949849

DATE: 08-04-11

PATENT
REEL: 026718 FRAME: 0176

CERTIFICATE OF MERGER
MERGING
AXIOHM TRANSACTION SOLUTIONS, INC., a California corporation
INTO
AXIOHM DELAWARE, INC., a Delaware corporation

* * *

The undersigned corporation, DOES HEREBY CERTIFY that:

FIRST. The name and state of incorporation of the constituent corporations are as follows:

Axiohm Transaction Solutions, Inc.	California
Axiohm Delaware, Inc.	Delaware

SECOND. The agreement and plan of merger dated as of May 31, 2000, between the constituent corporations has been approved, adopted, certified, executed and acknowledged by Axiohm Transaction Solutions, Inc. pursuant to that certain Findings of Fact, Conclusions of Law and Order under 11 U.S.C. § 1129 and Rule 3020 of the Federal Rules of Bankruptcy Procedure Confirming The First Amended Plan of Reorganization, As Modified, of Axiohm Transaction Solutions, Inc., Axiohm IPB, Inc., Cognitive Solutions, Inc., Cognitive, L.L.C., and Stadia Colorado Corporation, Dated as of February 25, 2000 (the "Order") issued by the United States Bankruptcy Court for the District of Delaware on April 27, 2000 and by Axiohm Delaware, Inc. pursuant to such Order and in accordance with Sections 303, and 252 of the General Corporation Law of the State of Delaware.

THIRD. Axiohm Delaware, Inc. shall be the surviving corporation of the merger, and, as set forth in the Amended and Restated Certificate of Incorporation referenced in paragraph FOURTH below, shall have its name changed to Axiohm Transaction Solutions, Inc.

FOURTH. The Certificate of Incorporation of Axiohm Delaware, Inc., in effect immediately prior to the effective time of this Certificate of Merger shall be amended and restated to read in its entirety as set forth in Annex I hereto and, as so amended, shall be the Amended and Restated Certificate of Incorporation of the surviving corporation.

FIFTH. The executed agreement and plan of merger is on file at an office of the surviving corporation at 950 Danby Road, Ithaca, New York 14850.

SIXTH. The surviving corporation will furnish any stockholder of any constituent corporation with a copy of the agreement and plan of merger upon request and at no cost.

SEVENTH. Axiohm Transaction Solutions, Inc., a California corporation, is currently authorized to issue Twenty-Nine Million Five Hundred Thousand (29,500,000) shares no par value, of which Twenty-Eight Million Five Hundred Thousand (28,500,000) shall be Common Stock and One Million (1,000,000) shall be Preferred Stock.

EIGHTH. The merger contemplated by this Certificate of Merger shall be effective upon filing of this Certificate of Merger with the Delaware Secretary of State.

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PATENT
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IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed by its duly authorized officer this 31st day of May, 2000.

AXIOM DELAWARE, INC., a Delaware corporation

By: 
Nicolas Doutrassoff
Chairman and Chief Executive Officer

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P. 04

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ANNEX I
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF AXIOHM DELAWARE, INC.

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P. 05

FAX NO. 2124552502

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PATENT
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AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

of

AXIOHM DELAWARE, INC.

The undersigned, Nicolas Dourassoff and Carmen Conicelli, hereby certify that they are and at all times relevant hereto have been, respectively, the duly elected President and Secretary of Axiohm Delaware, Inc., a Delaware corporation (the "Corporation"), and further certify that:

Provision for the making of this Amended and Restated Certificate of Incorporation is contained in an order, dated April 27, 2000 (the "Confirmation Order"), of the United States Bankruptcy Court for the District of Delaware in Case No. 99-4155 (PJW) confirming the First Amended Plan of Reorganization of the Corporation and certain of its affiliates (the "Plan").

The Confirmation Order and Section 303 of the General Corporation Law of the State of Delaware empower and direct the Corporation to execute such documents and take, or cause to be taken, any and all actions required to enable the effective implementation of the Plan and the Confirmation Order. Section 14 of the Confirmation Order contemplates the filing of this Amended and Restated Certificate of Incorporation in order to effectuate the Plan.

This Amended and Restated Certificate of Incorporation, having been duly adopted in accordance with Section 303 of the General Corporation Law of the State of Delaware, restates, integrates and amends the provisions of the Certificate of Incorporation filed on April 13, 2000 (the "Certificate of Incorporation").

1. The name of the Corporation is Axiohm Transaction Solutions, Inc.
2. The registered office of the Corporation in the State of Delaware is located at the Corporation Trust Center, 1209 Orange Street, in the city of Wilmington, County of New Castle. The name of its registered agent at such address is the Corporation Trust Company.
3. 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.
4. The total number of shares of stock that the Corporation shall have authority to issue is 10,000,000 shares of Common Stock, \$0.001 par value per share. Each share of Common Stock shall be entitled to one vote.

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5. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the Corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.
6. The election of directors need not be by written ballot unless the by-laws shall so require.
7. In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.
8. A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this paragraph 11 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.
9. The Corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of the Corporation or while a director or officer is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 12 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of

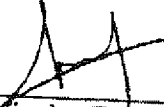
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this paragraph 12 shall not adversely affect any right or protection of a director or officer of the Corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification. In accordance with Section 9.5 of the Plan, and except as set forth in Sections 9.5(b), 9.5(c) and 9.6(c) of the Plan, and notwithstanding any other provision herein (other than the next sentence), all obligations of the Corporation to indemnify, or to pay contribution or reimbursement to, its directors and officers holding such positions at any time prior to the date hereof whether pursuant to the Certificate of Incorporation, by-laws, contractual obligations or any applicable laws or otherwise in respect of all past, present and future actions, suits and proceedings against any of such directors and officers based upon any act or omission related to service with, for or on behalf of the Corporation is discharged under the Plan, all such undertakings and agreements are rejected and terminated, and the Corporation shall have no obligation thereunder pursuant to this Amended and Restated Certificate of Incorporation or otherwise. Notwithstanding the preceding sentence, all obligations of the Corporation to indemnify or to pay contribution or reimbursement of directors and officers holding such positions prior to the date hereof that are to continue pursuant to Sections 9.5(b), 9.5(c) and 9.6(c) of the Plan shall remain in full force and effect in accordance with such provisions.

10. The books of the Corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the board of directors or in the by-laws of the Corporation.

11. The Corporation will not issue non-voting equity securities; provided, however, that this paragraph 14 may be amended or eliminated in accordance with applicable law as from time to time in effect.

THE UNDERSIGNED, the President and Secretary named above, hereby certify that the facts stated above are true as of this 31st day of May, 2000.



Name: Nicolas Dourasoff
 Title: President



Name: Carmen Concicelli
 Title: Secretary