

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT2711425

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2007
CONVEYING PARTY DATA	
Name	Execution Date
CPS OROCEL INC.	09/20/2007
RECEIVING PARTY DATA	
Name:	NORTEC DEVELOPMENT ASSOCIATES, INC.
Street Address:	100 SPEAR ROAD
City:	RAMSEY
State/Country:	NEW JERSEY
Postal Code:	07446
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	10728196
CORRESPONDENCE DATA	
Fax Number:	(212)588-0500
Phone:	2125880800
Email:	mroopram@flhlaw.com
<i>Correspondence will be sent via US Mail when the email attempt is unsuccessful.</i>	
Correspondent Name:	FROMMER LAWRENCE & HAUG LLP
Address Line 1:	745 FIFTH AVE
Address Line 4:	NEW YORK, NEW YORK 10151
ATTORNEY DOCKET NUMBER:	247002-201
NAME OF SUBMITTER:	EUGENE LEDONNE
Signature:	/Eugene LeDonne/
Date:	02/04/2014

Total Attachments: 6

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**AGREEMENT AND PLAN OF MERGER
OF
NORTEC DEVELOPMENT ASSOCIATES, INC.
INTO
CPS OROCEL INC.**

This Agreement and Plan of Merger relates to the merger of CPS Orocel Inc., a Delaware corporation ("CPS"), and Nortec Development Associates, Inc., a New Jersey corporation ("Nortec").

1. The names of each constituent corporation to the merger are: CPS Orocel Inc. and Nortec Development Associates, Inc.

2. Nortec shall be merged with and into CPS. The name of the surviving corporation is CPS Orocel Inc. Simultaneously with the merger, the name of the surviving corporation shall be changed to "Nortec Development Associates, Inc."

3. (a) CPS has authorized capital consisting of 1,000 shares of common stock, par value one cent (\$0.01) per share. CPS has outstanding 100 shares of common stock, par value one cent (\$0.01) per share, all of which are entitled to vote.

(b) Nortec has authorized capital consisting of two hundred thousand shares of common stock without par value, divided into two Series, consisting of one hundred fifty thousand (150,000) shares of Series A common stock and fifty thousand (50,000) shares of Series B common stock. As of the date of this Agreement, Nortec has outstanding 50 shares of Series A common stock, no par value, and 5,000 shares of Series B common stock, no par value, all of which are entitled to vote.

(c) The number of shares identified above in this Paragraph 3 is not subject to change prior to the effective date of the merger.

4. The effective date of the merger shall be September 30, 2007.

5. The terms and conditions of the merger are as follows:

(a) Certificate of Incorporation. The Certificate of Incorporation of CPS as in effect on the date the merger becomes effective shall be the Certificate of Incorporation of the surviving corporation. There shall not be any changes made in the Certificate of Incorporation as a result of the merger, except that effective as of the merger, Article First of the Certificate of Incorporation of the Corporation shall be amended to read in its entirety as follows:

FIRST: The name of the corporation (the "Corporation") is: Nortec Development Associates, Inc.

(b) Bylaws. The bylaws of CPS as in effect on the date the merger becomes effective shall be the bylaws of the surviving corporation. There shall not be any changes made in the bylaws as a result of the merger.

(c) Directors. All persons who, on the date the merger becomes effective, are the directors of Nortec shall be and shall remain the directors of the surviving corporation until the shareholders of the surviving corporation elect their respective successors.

(d) Officers. All persons who, on the date the merger becomes effective, are the officers of Nortec shall be and shall remain the same officers of the surviving corporation until the board of directors of the surviving corporation elects their respective successors.

(e) Meetings. The first annual meeting of the shareholders of the surviving corporation that is held after the effective date of the merger shall be the next annual meeting as provided by the bylaws of CPS. The first regular meeting of the board of directors of the surviving corporation following the merger shall be held as soon as practicable after the date on which the merger becomes effective and may be called in the manner provided in the bylaws of CPS for the calling of special meetings of the board of directors.

(f) Legal Existence. When the merger becomes effective, the separate existence of Nortec shall cease, and Nortec shall be merged into CPS as the surviving corporation, which shall possess all the property, rights, privileges and powers of a public and private nature and be subject to all the liabilities, debts, restrictions, disabilities and duties of each of the constituent corporations. The title to any real property, whether by deed or otherwise, vested in either of the constituent corporations shall not revert or be in any way impaired by reason of the merger, provided that all rights of creditors and all liens upon the property of either of the constituent corporations shall be preserved unimpaired.

(g) Expenses. The surviving corporation shall pay all expenses of carrying this Agreement and Plan of Merger into effect and to accomplish the merger.

(h) Further Instruments. If at any time the surviving corporation shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the surviving corporation the title to any property or rights of Nortec, the proper officers and directors of CPS shall execute and make all proper assignments and assurances and do all things necessary to vest title in such property or rights in the surviving corporation.

6. The manner and basis of conversion of the shares of the constituent corporations resulting from the merger are as follows:

(a) As of the date of this Agreement, CPS has outstanding 100 shares of common stock, par value one cent (\$0.01) per share, all of which are entitled to vote. All of those issued and outstanding shares of stock are owned by a single individual.

(b) As of the date of this Agreement, Nortec has outstanding 50 shares of Series A common stock, no par value, and 3,000 shares of Series B common stock, no par value, all of which are entitled to vote. All of those issued and outstanding shares of stock are owned by a single individual, who is the same individual that owns all of the issued and outstanding shares of stock of CPS.

(c) The shares of all Series of common stock of Nortec which are issued and outstanding immediately prior to the merger shall be cancelled as a result of the merger, and the holder of the shares of Nortec shall not be entitled to receive any cash, shares, securities or any other property or consideration or any type or nature on account of those shares of Nortec as a result of the merger.


(d) There shall not be any change in the authorized, issued or outstanding shares of CPS as a result of the merger.

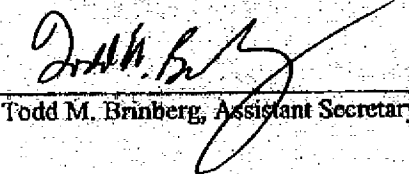
(e) The merger of Nortec with and into CPS is intended to be a tax-free reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

7. Following the merger, CPS may be served with process in either the State of Delaware or the State of New Jersey in any action or special proceeding for the enforcement of any liability or obligation of either CPS or Nortec.

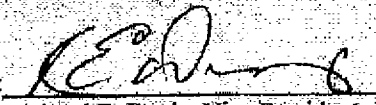
This Agreement and Plan of Merger is dated as of September 20, 2007.

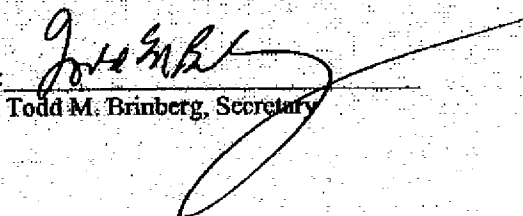
CPS OROCEL INC.

By: 
Reiner Nowak, President

By: 
Todd M. Brinberg, Assistant Secretary

NORTEC DEVELOPMENT
ASSOCIATES, INC.

By: 
Richard E. Davis, Vice President

By: 
Todd M. Brinberg, Secretary

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:

"NORTEC DEVELOPMENT ASSOCIATES, INC.", A NEW JERSEY CORPORATION,

WITH AND INTO "CPS OROCEL INC." UNDER THE NAME OF "NORTEC DEVELOPMENT ASSOCIATES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2007, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2007.

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

3588794 8100M

071054200



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6029855

DATE: 09-26-07

PATENT
REEL: 032157 FRAME: 0357

**CERTIFICATE OF MERGER OF
NORTEC DEVELOPMENT ASSOCIATES, INC.
INTO
CPS OROCEL INC.**

The undersigned corporations hereby certify the following:

1. The names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
CPS Orocel Inc.	Delaware
Nortec Development Associates, Inc.	New Jersey

2. An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

3. The name of the surviving corporation of the merger is CPS Orocel Inc., a Delaware corporation.

4. Simultaneously with the merger, the name of the corporation surviving the merger shall be changed to "Nortec Development Associates, Inc."

5. The Certificate of Incorporation of CPS Orocel Inc. shall be the Certificate of Incorporation of the surviving corporation. There shall not be any changes in that Certificate of Incorporation as a result of the merger, except that Article FIRST of that Certificate of Incorporation shall be amended to read in its entirety as follows:

FIRST: The name of the corporation (the "Corporation") is: Nortec Development Associates, Inc.

6. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is c/o Nadborny & Brinberg LLP, 420 Lexington Avenue, Suite 2300, New York, New York 10170.


7. A copy of the executed Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

8. The authorized capital stock of the New Jersey corporation that is the non-surviving corporation following the merger (Nortec Development Associates, Inc.) is two hundred thousand (200,000) shares of common stock without par value, divided into two Series, consisting of one hundred fifty thousand (150,000) shares of Series A common stock and fifty thousand (50,000) shares of Series B common stock.

9. The effective date of the merger shall be September 30, 2007.

Dated: September 20, 2007

CPS OROCEL INC.

By: 
Reiner Nowak, President

NORTEC DEVELOPMENT
ASSOCIATES INC.

By: 
Richard E. Davis, Vice President