

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Identicard Systems, Inc.		02/11/2003	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA	
Name:	Edwards Systems Technology, Inc.
Street Address:	90 Fieldstone Court
City:	Cheshire
State/Country:	CONNECTICUT
Postal Code:	06762
Entity Type:	CORPORATION: CONNECTICUT

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1212209	IDENTICARD

CORRESPONDENCE DATA	
Fax Number:	(202)861-1783
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	202-861-1526
Email:	Trademarks@bakerlaw.com
Correspondent Name:	Baker & Hostetler LLP
Address Line 1:	1050 Connecticut Avenue, NW
Address Line 2:	Washington Square, Suite 1100
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20036

ATTORNEY DOCKET NUMBER:	87319.101
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NAME OF SUBMITTER:	John H. Weber, Esq.
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Total Attachments: 10
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CERTIFICATE OF MERGER

OF

IDENTICARD SYSTEMS, INC.

WITH AND INTO

EDWARDS SYSTEMS TECHNOLOGY, INC.

Pursuant to Section 33-819 of
the Business Corporation Act of the State of Connecticut

Pursuant to the provisions of sections 33-818, 33-819, and 33-821 of the Business Corporation Act of the State of Connecticut the domestic parent corporation and the foreign wholly owned subsidiary corporation herein named do hereby adopt the following certificate of merger.

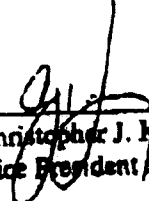
1. The name of the domestic parent corporation is Edwards Systems Technology, Inc., a corporation organized and existing under the laws of the State of Connecticut (the "Corporation").
2. The name of the foreign subsidiary corporation is IDenticard Systems, Inc., a corporation organized under the laws of the Commonwealth of Pennsylvania ("IDenticard").
3. The Corporation, as of the effective time of the merger herein provided for, owns all of the outstanding shares of capital stock of IDenticard.
4. Attached hereto as Exhibit A and made a part hereof is a plan of merger for merging IDenticard with and into the Corporation, as approved by the board of directors of the Corporation.
5. The merger of IDenticard with and into the Corporation is permitted by the laws of the Commonwealth of Pennsylvania, the jurisdiction of incorporation of IDenticard, and is in compliance with said laws.

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

6. As to the Corporation, the aforesaid plan of merger was adopted on February 11, 2003 by action of the board of directors of the Corporation, in accordance with sections 33-818, 33-821, and 33-749 of the Business Corporation Act of the State of Connecticut.
7. Shareholder approval of neither the Corporation nor IDenticard was required for the merger.
8. The Shareholder waived the mailing of a copy of the plan of merger to itself.
9. The merger herein provided for shall be made effective upon filing this certificate of merger with the Secretary of State of the State of Connecticut.

IN WITNESS WHEREOF, the undersigned has caused these articles of merger to be signed by a duly authorized officer thereof this 11th day of February, 2003.

EDWARDS SYSTEMS TECHNOLOGY, INC.

By: 
Name: Christopher J. Kearney
Title: Vice President and Secretary

IDENTICARD SYSTEMS, INC.


By: 
Name: Patrick J. O'Leary
Title: President

EXHIBIT A**PLAN OF MERGER**

PLAN OF MERGER, dated this 11th day of February, 2003, pursuant to section 33-815 of the Business Corporation Act of the State of Connecticut (the "Connecticut BCA") and section 1924 of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania (the "Pennsylvania BCL"), regarding the merger of Edwards Systems Technology, Inc., a Connecticut corporation, and IDenticard Systems, Inc., a Pennsylvania corporation and a direct, wholly owned subsidiary of Edwards Systems Technology, Inc.

1. **Merger, Effective Time.** (a) At the Effective Time (as defined in Section 1(b)), IDenticard Systems, Inc. shall be merged with and into Edwards Systems Technology, Inc. and the separate corporate existence of IDenticard Systems, Inc. shall thereupon cease (the "Merger"). Edwards Systems Technology, Inc. shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation") and shall continue to be governed by the laws of the State of Connecticut and the separate corporate existence of Edwards Systems Technology, Inc. with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in this plan of merger, the Connecticut BCA and the Pennsylvania BCL.

(b) The Merger shall be effective as of the filing with the Secretary of State of the State of Connecticut of a certificate of merger meeting the requirements of section 33-819 of the Connecticut BCA and the filing with the Secretary of State of the Commonwealth of Pennsylvania of articles of merger meeting the requirements of section 1926 of the Pennsylvania BCL (the "Effective Time").

2. **Articles of Incorporation and Bylaws of the Surviving Corporation.** (a) At the Effective Time, the certificate of incorporation of Edwards Systems Technology, Inc. as in effect immediately prior to the Effective Time shall continue in full force and effect as the certificate of incorporation of the Surviving Corporation until duly amended in accordance with the terms thereof and the Connecticut BCA.

(b) At and after the Effective Time, the bylaws of Edwards Systems Technology, Inc. as in effect immediately prior to the Effective Time shall continue in full force and effect as the bylaws of the Surviving Corporation until duly amended in accordance with the terms thereof, the Surviving Corporation's certificate of incorporation and the Connecticut BCA.

3. **IDenticard Systems, Inc. Outstanding Shares.** Immediately prior to the Effective Time, there are 10,000 shares of Class A voting common stock, no par value per share, [and 10,000 shares of Class B non-voting common stock, no par value per share,] of IDenticard Systems, Inc. issued and outstanding, all of which are owned by Edwards Systems Technology, Inc., the parent corporation.

4. Conversion or Cancellation of Shares. At the Effective Time, by virtue of the Merger and without any other action on the part of Edwards Systems Technology, Inc. or IDenticard Systems, Inc.:

(a) each share of common stock of IDenticard Systems, Inc. outstanding immediately prior to the Effective Time, and all rights in respect thereof shall be cancelled and extinguished without any payment of any consideration therefor, and shall thereafter cease to exist; and

(b) each share of no par value common stock of Edwards Systems Technology, Inc. outstanding immediately prior to the Effective Time, and all rights in respect thereof shall remain outstanding and represent a share of common stock of the Surviving Corporation, and each such share shall have the identical designation, preferences, limitations and relative rights immediately after the Effective Time as such share had immediately prior to the Effective Time.

5. Directors and Officers of the Surviving Corporation. (a) The directors of Edwards Systems Technology, Inc. immediately prior to the Effective Time shall, from and after the Effective Time, be the directors of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's articles of incorporation and bylaws.

(b) The officers of Edwards Systems Technology, Inc. immediately prior to the Effective Time shall, from and after the Effective Time, be the officers of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's articles of incorporation and bylaws.

6. Amendment and Termination. At any time prior to the Effective Time, the Merger may be amended or terminated by the board of directors of Edwards Systems Technology, Inc. as provided in section 33-817(i) of the Business Corporation Act of the State of Connecticut and section 1924(c) of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

CT CORP. COUNTER

ARTICLES OF MERGER

Filed in the Department of State on

Benjamin Raus
Secretary of the Commonwealth

ACTING

OF

IDENTICARD SYSTEMS, INC.

WITH AND INTO

EDWARDS SYSTEMS TECHNOLOGY, INC.

Pursuant to Section 1926 of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania

In compliance with the requirements of section 1926 of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is Edwards Systems Technology, Inc.
2. The surviving corporation is a qualified foreign business corporation incorporated under the laws of the state of Connecticut. The address of its current registered office in the Commonwealth of Pennsylvania is: 1635 Market Street, Philadelphia, PA 19103 in the county of Philadelphia. The name of its registered agent at such address is CT Corporation System.
3. The name and address of the registered office in the Commonwealth of Pennsylvania of the other business corporation that is party to the plan of merger is: Identocard Systems, Inc., 40 Citation Lane, P.O. Box 5349, Lancaster, PA 17601 in the county of Lancaster.
4. The plan of merger shall be effective upon filing these articles of merger in the Department of State of the Commonwealth of Pennsylvania.

THIS IS A TRUE COPY OF THE ORIGINAL SIGNED DOCUMENT FILED WITH THE DEPARTMENT OF STATE.

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5. The plan of merger was deemed adopted by IDenticard Systems, Inc., the only domestic corporation that is party to the merger, pursuant to sections 1921(b), 1924(b)(1)(ii), and 1924(b)(3) of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, by virtue of the adoption of the plan of merger by the board of directors of the parent corporation of IDenticard Systems, Inc., Edwards Systems Technology, Inc., a Connecticut corporation.

6. The plan of merger was authorized, adopted and approved by Edwards Systems Technology, Inc., the only foreign business corporation party that is party to the plan of merger, in accordance with the Business Corporation Act of the State of Connecticut.

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

IN WITNESS WHEREOF, the undersigned has caused these articles of merger to be signed by a duly authorized officer thereof this 11th day of February, 2003.

EDWARDS SYSTEMS TECHNOLOGY, INC.

By: _____


Name: Christopher J. Kearney

Title: Vice President and Secretary

493564

EXHIBIT A**PLAN OF MERGER**

PLAN OF MERGER, dated this 11th day of February, 2003, pursuant to section 33-817 of the Business Corporation Act of the State of Connecticut (the "Connecticut BCA") and section 1924 of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania (the "Pennsylvania BCL"), regarding the merger of Edwards Systems Technology, Inc., a Connecticut corporation, and IDenticard Systems, Inc., a Pennsylvania corporation and a direct, wholly owned subsidiary of Edwards Systems Technology, Inc.

1. **Merger; Effective Time.** (a) At the Effective Time (as defined in Section 1(b)), IDenticard Systems, Inc. shall be merged with and into Edwards Systems Technology, Inc. and the separate corporate existence of IDenticard Systems, Inc. shall thereupon cease (the "Merger"). Edwards Systems Technology, Inc. shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation") and shall continue to be governed by the laws of the State of Connecticut and the separate corporate existence of Edwards Systems Technology, Inc. with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in this plan of merger, the Connecticut BCA and the Pennsylvania BCL.

(b) The Merger shall be effective as of the filing with the Secretary of State of the State of Connecticut of a certificate of merger meeting the requirements of section 33-819 of the Connecticut BCA and the filing with the Secretary of State of the Commonwealth of Pennsylvania of articles of merger meeting the requirements of section 1926 of the Pennsylvania BCL (the "Effective Time").

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(b) At and after the Effective Time, the bylaws of Edwards Systems Technology, Inc. as in effect immediately prior to the Effective Time shall continue in full force and effect as the bylaws of the Surviving Corporation until duly amended in accordance with the terms thereof, the Surviving Corporation's certificate of incorporation and the Connecticut BCA.

3. **IDenticard Systems, Inc. Outstanding Shares.** Immediately prior to the Effective Time, there are 10,000 shares of Class A voting common stock, no par value per share, [and 10,000 shares of Class B non-voting common stock, no par value per share,] of IDenticard Systems, Inc. issued and outstanding, all of which are owned by Edwards Systems Technology, Inc., the parent corporation.

4. Conversion or Cancellation of Shares. At the Effective Time, by virtue of the Merger and without any other action on the part of Edwards Systems Technology, Inc. or IDenticard Systems, Inc.:

(a) each share of common stock of IDenticard Systems, Inc. outstanding immediately prior to the Effective Time, and all rights in respect thereof shall be cancelled and extinguished without any payment of any consideration therefor, and shall thereafter cease to exist; and

(b) each share of no par value common stock of Edwards Systems Technology, Inc. outstanding immediately prior to the Effective Time, and all rights in respect thereof shall remain outstanding and represent a share of common stock of the Surviving Corporation, and each such share shall have the identical designation, preferences, limitations and relative rights immediately after the Effective Time as such share had immediately prior to the Effective Time.

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(b) The officers of Edwards Systems Technology, Inc. immediately prior to the Effective Time shall, from and after the Effective Time, be the officers of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's articles of incorporation and bylaws.

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