

05-03-2000



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

3-22-00

OPR/FINANCE

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
03 23 94
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Western Data Systems, Inc.

Execution Date
Month Day Year
03 30 94

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Western Data Systems of Nevada, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 26707 West Agoura Road

Address (line 2) _____

Address (line 3) Calabasas

City

California

State/Country

91302

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Nevada

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

04/28/2000 TTON11 00000007 071907 1851360

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 50.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 or to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002064 FRAME: 0838

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,851,360"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,894,864"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,022,334"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

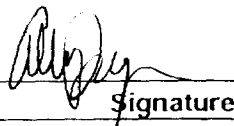
No

Statement and Signature

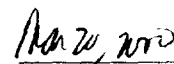
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Allyn Taylor

Name of Person Signing



Signature



Date Signed

State of California

SECRETARY OF STATE CERTIFICATE OF FILING

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **30th day of March, 1994**, there was filed in this office a(n) **Articles of Merger** merging **WESTERN DATA SYSTEMS, INC.**, a California corporation, into **WESTERN DATA SYSTEMS OF NEVADA, INC.**, a(n) **Nevada** corporation.

Further, that according to our records said merged California corporation has ceased to exist as a separate corporate entity.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 8, 2000.



Bill Jones

BILL JONES
Secretary of State

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State of California



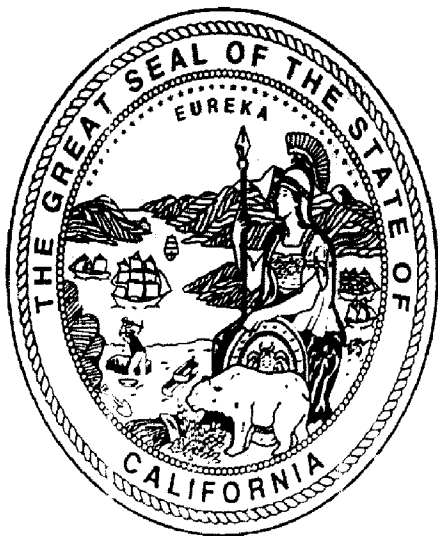
SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 12 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 08 2000



Bill Jones

Secretary of State

TRADEMARK

REEL: 002064 FRAME: 0841

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

D467642

FILED
In the office of the Secretary of State
of the State of California

MSV

MAR 25 1994

0883870 out

MAR 30 1994

BY LAU SECRETARY

ARTICLES OF MERGER

Tony Miller
Acting Secretary of State

13556-93

The undersigned President and Secretary, respectively, of Western Data Systems of Nevada, Inc., a Nevada corporation, hereby adopt the following Articles of Merger pursuant to Chapter 78 of the Nevada Revised Statutes.

I

PLAN OF MERGER

Western Data Systems of Nevada, Inc., a Nevada corporation ("Surviving Corporation"), and Western Data Systems, Inc., a California corporation ("Disappearing Corporation") have entered into a Plan of Merger. The Plan of Merger is attached hereto as Exhibit "A" and is incorporated herein by this reference ("Plan of Merger"). The terms and conditions of the merger are set forth in the attached Plan of Merger. The merger of the Surviving Corporation and the Disappearing Corporation is permitted under Chapter 78 of the Nevada Revised Statutes and Chapter 11 of the California Corporations Code.

II

CONSENT OF DIRECTORS AND SHAREHOLDERS

All directors of the Surviving Corporation and the Disappearing Corporation have unanimously authorized and approved the Plan of Merger. The Board of Directors submitted the Plan of Merger to the Shareholders of both the Disappearing Corporation and the Surviving Corporation. The outstanding voting shares of the Disappearing Corporation entitled to vote on the Plan of Merger consists of eight million, one hundred forty-two thousand, six hundred (8,142,600) shares of Common Stock and five million, six hundred three thousand, ninety-eight and 3667/10,000 (5,603,098.3667) shares of Series A Non-Convertible Preferred Stock. Each share of Common Stock and each share of Series A Non-Convertible Preferred Stock of the Disappearing Corporation are entitled to one vote with regard to the Plan of Merger. The outstanding voting shares of the Surviving Corporation consists of one hundred (100) shares of Common Stock, with each share entitled to one vote on the Plan of Merger. The Plan of Merger was authorized and approved by the required majority of the shareholders of the Disappearing Corporation, which shareholders own three million seven hundred eighty six thousand five hundred fifty four and 0465/10,000 (3,786,554.0465) of the shares of the outstanding Series A Non-Convertible Preferred Stock, representing sixty seven and one half percent (67.5%) of the issued and outstanding Series A Non-Convertible Preferred Stock and eight million one hundred sixty seven thousand six hundred (8,167,600) of the shares of the outstanding Common Stock, representing ninety nine and one half percent (99.5%) of the issued and outstanding Common Stock of the Disappearing Corporation. The Plan of Merger was authorized and approved by the required majority of the shareholders of the Surviving Corporation, which shareholders

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own one hundred (100) shares of the outstanding voting capital stock of the Corporation, representing one hundred percent (100%) of the issued and outstanding voting shares of stock of the Surviving Corporation. The approval of the shareholders and directors is set forth in the Officers Certificates for the Surviving Corporation and the Disappearing Corporation which are attached to the Plan of Merger.

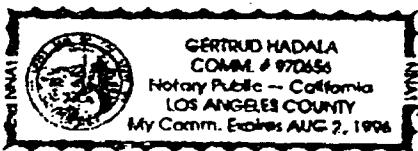
III

EFFECTIVE DATE

The effective date of the merger of the Surviving Corporation and the Disappearing Corporation shall be March 30, 1994.

Dated this 21st day of March, 1994.

Western Data Systems of Nevada, Inc.,
a Nevada corporation



By Anton F. Rodde
Anton F. Rodde, President

By R. Stephen Heinrichs
R. Stephen Heinrichs, Secretary

STATE OF California)
COUNTY OF Los Angeles) ss.

On this 21st day of March, 1994, personally appeared before me, a Notary Public, Anton F. Rodde and R. Stephen Heinrichs, the President and Secretary, respectively, of Western Data Systems of Nevada, Inc., a Nevada corporation, personally known (~~or proved~~) to me to be the persons whose names are subscribed to the foregoing instrument and who acknowledged to me that they executed the instrument in their capacity and within their authority as President and Secretary, respectively, of Western Data Systems of Nevada, Inc.

Gertrud Hadala
Notary Public

PLAN OF MERGER

This Plan of Merger is entered into between Western Data Systems of Nevada, Inc., a Nevada corporation, as "Surviving Corporation," and Western Data Systems, Inc., a California corporation, as "Disappearing Corporation," and is entered into with reference to the following facts:

A. The Disappearing Corporation has authorized capital stock consisting of ten million (10,000,000) shares of common voting stock, with a par value of \$.001 per share, of which eight million one hundred forty-two thousand six hundred (8,142,600) shares have been issued and are now outstanding and held by approximately 35 shareholders, and seven million one thousand four hundred four (7,001,404) shares of preferred stock with a par value of \$.001 per share, of which five million six hundred three thousand ninety-eight and 3667/10,000 (5,603,098.3667) are designated Series A Non-Convertible Preferred Stock and have been issued and are now outstanding, and held by 155 shareholders.

B. The Surviving Corporation has authorized capital stock consisting of ten million (10,000,000) shares of common voting stock, with a par value of \$.001 per share, of which one hundred (100) shares have been issued and are now outstanding and held by one shareholder, and seven million one thousand four hundred four (7,001,404) shares of preferred stock with a par value of \$.001 per share, none of which have been issued or are now outstanding.

C. The Board of Directors and shareholders of the Surviving Corporation and the Disappearing Corporation deem it advisable and beneficial for the Disappearing Corporation to merge into the Surviving Corporation to change the domicile and the state of incorporation from California to Nevada and to facilitate the conduct of the Corporation's new business to be conducted in Nevada.

Based upon the foregoing, the Surviving Corporation and the Disappearing Corporation agree to the merger of the Disappearing Corporation into the Surviving Corporation pursuant to the provisions of Chapter 78 of the Nevada Revised Statutes and Chapter 11 of the California Corporations Code. The merger shall be consummated on the following terms and conditions.

I

PLAN OF ORGANIZATION

A. Adoption of Plan. In consideration for the mutual promises, covenants, and agreements herein, the Surviving Corporation and the Disappearing Corporation hereby adopt a plan of merger pursuant to the provisions of Chapter 78 of the Nevada Revised Statutes, Chapter 11 of the California Corporations Code, and Sec-

tion 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, as follows:

1. The Disappearing Corporation shall be merged into the Surviving Corporation, to exist and be governed by the laws of the State of Nevada under the name of Western Data Systems of Nevada, Inc.

2. The separate existence and corporate identity of the Disappearing Corporation shall cease on the effective date of the merger, and the Surviving Corporation shall succeed, without other transfer, to all of the rights and property of the Disappearing Corporation, and shall be subject to all of the debts and liabilities of the Disappearing Corporation, in the same manner as if the Surviving Corporation had itself incurred them. All of the rights of creditors and all of the liens upon the property of the Disappearing Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the merger.

3. The Surviving Corporation will carry on business with the assets of the Disappearing Corporation, as well as with the assets of the Surviving Corporation.

4. As provided in Nevada Revised Statutes Section 78.459.1(f), each share of issued and outstanding Common Stock of the Disappearing Corporation shall be deemed automatically converted into one (1) share of issued and outstanding Common Stock of the Surviving Corporation, and each outstanding share of Series A Non-Convertible Preferred Stock of the Disappearing Corporation shall be deemed automatically converted into one (1) share of issued and outstanding Series A Non-Convertible Preferred Stock of the Surviving Corporation. No other consideration shall be transferred to the Shareholders of the Surviving Corporation or the Disappearing Corporation. The presently outstanding one hundred (100) shares of Common Stock of the Surviving Corporation shall be surrendered and canceled.

B. Effective Date. The effective date of the merger shall be the date that these Articles of Merger are filed with the Secretary of State of Nevada and the Secretary of State of California.

II

WARRANTIES OF CORPORATIONS

A. Disappearing Corporation. The Disappearing Corporation represents and warrants that the Disappearing Corporation is duly organized, validly existing, and in good standing under the laws of the State of California.

B. Surviving Corporation. The Surviving Corporation represents and warrants that the Surviving Corporation is a corpo-

ration duly organized, validly existing, and in good standing under the laws of the State of Nevada.

III

FURTHER ASSIGNMENTS AND ASSURANCES

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary to vest or perfect or to confirm of record in the Surviving Corporation the title to any property or rights of the Disappearing Corporation, or otherwise carry out the provisions hereof, the proper officers and directors of the Disappearing Corporation, as of the effective date of the merger, shall execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts proper to vest, perfect, and confirm title to such property or rights in the Surviving Corporation, and otherwise carry out the provisions hereof.

IV

CONVERSION OF SHARES

A. Surrender and Conversion of Shares. Pursuant to the Plan of Reorganization described in Article I above, on the effective date of this Plan of Merger, each holder of the shares of stock of the Disappearing Corporation shall be deemed to have converted the shareholder's shares of stock in the Disappearing Corporation for the same number and same type of shares of stock of the Surviving Corporation, by the operation of Nevada law.

B. Shares of Surviving Corporation. On and after the effective date of merger, the total amount of capital stock which the Surviving Corporation shall be authorized to issue and the par value of the shares shall be as set forth in the Articles of Incorporation of the Surviving Corporation, which are on file with the Secretary of State of the State of Nevada. The presently outstanding one hundred (100) shares of capital stock of the Surviving Corporation, each with a par value of \$.001 per share, shall be surrendered and canceled. After the automatic conversion of the outstanding shares of Common Stock of the Disappearing Corporation into the same number and same type of shares of outstanding stock of the Surviving Corporation, as provided in Paragraph A of this Article IV above, the Surviving Corporation will have eight million, one hundred forty-two thousand, six hundred (8,142,600) shares of issued and outstanding Common Stock, and five million, six hundred three thousand, ninety-eight and 3667/10,000 (5,603,098.3667) shares of issued and outstanding Series A Non-Convertible Preferred Stock.

V

BOARD OF DIRECTORS AND OFFICERS

A. Board of Directors. The present Board of Directors of the Surviving Corporation, as listed below, shall continue to serve as the Board of Directors of the Surviving Corporation until the next annual meeting of the shareholders or until such times as their successors have been duly elected and qualified:

Gerald J. Burnett
Emmett R. Burns, Jr.
R. Stephen Heinrichs

B. Officers. The present officers of the Surviving Corporation, as listed below, shall continue to serve as the officers of the Surviving Corporation until the next annual meeting of the Board of Directors or until such time as their successors have been duly elected and qualified:

<u>Name</u>	<u>Position</u>
Anton F. Rodde	President
Emmett R. Burns, Jr.	Chief Executive Officer
R. Stephen Heinrichs	Secretary, Treasurer and Chief Financial Officer

VI

ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and Bylaws of the Surviving Corporation, as existing on the effective date of the merger, shall continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation until altered, amended, or repealed as provided therein or as provided by law.

VII

EXPENSES

The Surviving Corporation shall pay all costs and expenses of the merger.

VIII

ABANDONMENT OR AMENDMENT OF MERGER

Notwithstanding any provisions of this Plan of Merger to the contrary, this Plan of Merger may be abandoned or amended by the Board of Directors of either the Disappearing Corporation or the Surviving Corporation either before or after shareholder approval has been obtained and prior to the effective date, if, in the opinion of either Board of Directors, circumstances arise which make it inadvisable to proceed; provided, however, that the principal terms of the Plan of Merger may not be amended without the approval of the Shareholders of both the Disappearing Corporation and the Surviving Corporation.

IX

MISCELLANEOUS

A. Notices. Any notices, requests, demands, or other communications required or permitted to be given by law or by the terms of this Plan of Merger shall be in writing and shall be considered given (1) upon personal service of a copy on the party to be served, or (2) forty-eight (48) hours after the mailing of such notice by certified or registered mail, postage prepaid, receipt for delivery requested, addressed to the party to be served and properly deposited in the United States mail. Notices shall be given to the parties at the addresses listed beneath the parties' signatures to this Plan of Merger. Any change in the address of any party shall be given by the parties having such change to the other parties in the manner provided above. Thereafter all notices shall be given in accordance with the notice of change of address. Notices given before actual receipt of the notice of change of address shall not be invalidated by the change of address.

B. Counterpart Executions. This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed an original.

C. Controlling Law. The validity, interpretation, and performance of this Plan of Merger shall be controlled by and construed under the laws of the State of Nevada as existing from time to time.

D. Attorneys' Fees. If any party brings any action or proceeding to enforce, protect, or establish any right or remedy under the Plan of Merger, the prevailing party shall be entitled to recover reasonable attorneys' fees and costs.

E. Entire Agreement. This Plan of Merger contains the entire agreement of the parties on the matters covered. No other

MERGER, EX(77)
07/24/93

agreement, statement, or promise made by any party that is not in writing and signed by all of the parties shall be binding.

F. Severability. The unenforceability, invalidity, or illegality of any provision of this Plan of Merger shall not render the other provisions unenforceable, invalid, or illegal.

G. Binding Effect. This Plan of Merger shall be binding upon and shall inure to the benefit and detriment of the parties hereto and their respective personal representatives, heirs, successors, and assigns.

H. Gender and Number. As used in this Plan of Merger, the masculine, feminine, or neuter gender, and the singular or plural number, shall each be considered to include the others whenever the context so indicates.

Dated this 23 day of March, 1994

SURVIVING CORPORATION:

Western Data Systems of Nevada, Inc.,
a Nevada corporation

By Anton F. Rodde
Anton F. Rodde, President

By R. Stephen Heinrichs
R. Stephen Heinrichs, Secretary

DISAPPEARING CORPORATION:

Western Data Systems, Inc.,
a California corporation

By Anton F. Rodde
Anton F. Rodde, President

By R. Stephen Heinrichs
R. Stephen Heinrichs, Secretary

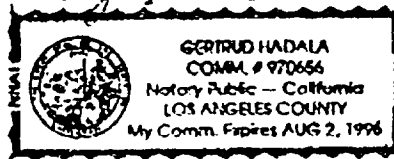
STATE OF California)
COUNTY OF Los Angeles) SS.



On this 23 day of March, 1994, personally appeared before me, a Notary Public, Anton F. Rodde, the President of both Western Data Systems of Nevada, Inc., a Nevada corporation, and Western Data Systems, Inc., a California corporation, personally known (or proved) to me to be the person whose name is subscribed to the foregoing instrument and who acknowledged to me that he executed the instrument in his capacity and within his authority as an officer of both Western Data Systems of Nevada, Inc., a Nevada corporation, and Western Data Systems, Inc., a California corporation.

Gertrud Hadala
Notary Public

STATE OF California)
COUNTY OF Los Angeles) SS.



On this 23 day of March, 1994, personally appeared before me, a Notary Public, R. Stephen Heinrichs, the Secretary of both Western Data Systems of Nevada, Inc., a Nevada corporation, and Western Data Systems, Inc., a California corporation, personally known (or proved) to me to be the person whose name is subscribed to the foregoing instrument and who acknowledged to me that he executed the instrument in his capacity and within his authority as an officer of both Western Data Systems of Nevada, Inc., a Nevada corporation, and Western Data Systems, Inc., a California corporation.

Gertrud Hadala
Notary Public

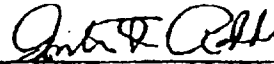
CERTIFICATE OF APPROVAL

OF

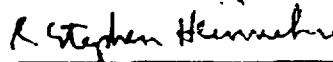
WESTERN DATA SYSTEMS OF NEVADA, INC.

ANTON F. RODDE and R. STEPHEN HEINRICHS certify that:

1. They are the President and Secretary, respectively, of WESTERN DATA SYSTEMS OF NEVADA, INC., a Nevada corporation.
2. The Plan of Merger in the form attached was duly approved by the Board of Directors of the corporation.
3. The principal terms of the Plan of Merger in the form attached were approved by the holder of 100% of the outstanding shares of the corporation.
4. There is only one class of shares outstanding, designated Common Stock, and the number of shares of Common Stock outstanding is 100.

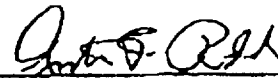


Anton F. Rodde, President

R. Stephen Heinrichs,
Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Incline Village, Nevada, March 23, 1994.



Anton F. Rodde, President

R. Stephen Heinrichs,
Secretary

CERTIFICATE OF APPROVAL
OF
WESTERN DATA SYSTEMS, INC.

ANTON F. RODDE and R. STEPHEN HEINRICHS certify that:

1. They are the President and Secretary, respectively, of WESTERN DATA SYSTEMS, INC., a California corporation.
2. The Plan of Merger in the form attached was duly approved by the Board of Directors of the corporation.
3. The principal terms of the Plan of Merger in the form attached were approved by the holders of 99.5% of the corporation's Common Stock and were approved by the holders of 67.5% of the corporation's Series A Non-Convertible Preferred Stock, subseries 1 through 12, each subseries voting together as a class, which percentages of shares equalled or exceeded the vote required under the General Corporation Law of California.
4. The number of outstanding shares of each class entitled to vote were 8,142,600 shares of Common Stock and 5,603,098.3667 shares of Series A Non-Convertible Preferred Stock (25,390.3996 shares of subseries 1; 167,037.5262 shares of subseries 2; 642,519.6928 shares of subseries 3; 604,862.4793 shares of subseries 4; 17,274.6757 shares of subseries 5; 995,752.1236 shares of subseries 6; 604,862.4794 shares of subseries 7; 788,126.7915 shares of subseries 8; 39,214.8426 shares of subseries 9; 995,752.1236 shares of subseries 10; 710,084.1025 shares of subseries 11; 12,219.1299 shares of subseries 12).
5. The percentage vote required of the outstanding shares of each class of the corporation is more than 50%.

Anton F. Rodde

Anton F. Rodde, President

R. Stephen Heinrichs

R. Stephen Heinrichs,
Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Incline Village, Nevada, March 23, 1994.

Anton F. Rodde

Anton F. Rodde, President

R. Stephen Heinrichs

R. Stephen Heinrichs,
Secretary

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RECEIVED

MAR 25 1994

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SECRETARY OF STATE

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