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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Solomon Technologies, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Solomon Technologies, Inc.

Internal Address: P.O. Box 314

Street Address: 7375 Benedict Avenue

City: Benedict State: MD Zip: 20612

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: July 2, 2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75408083 75395260

B. Trademark Registration No.(s) 2,300,535

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: S. Keith Mouldsdale

Internal Address: Whiteford Taylor & Preston LLP

Street Address: 7 Saint Paul Street

City: Baltimore State: MD Zip: 21202

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

10/09/2003 DRYER 0000023 75408083

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01 FC:8521 40.00 OP 02 FC:8522 50.00 OP

9. Signature.

S. Keith Mouldsdale Name of Person Signing

S. Keith Mouldsdale Signature

07/30/03 Date

Total number of pages including cover sheet, attachments, and document:

5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002842 FRAME: 0118

ARTICLES OF MERGER

Between

SOLOMON TECHNOLOGIES, INC.
(a Delaware corporation, the Surviving Corporation)

and

SOLOMON TECHNOLOGIES, INC.
(a Maryland corporation)

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SOLOMON TECHNOLOGIES, INC., a Delaware corporation (the "Surviving Corporation") and **SOLOMON TECHNOLOGIES, INC.**, a Maryland corporation ("Merged Corporation"), hereby certify to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Merged Corporation and the Surviving Corporation agree that the Merged Corporation shall be merged with and into the Surviving Corporation, which shall continue under the name of the Surviving Corporation. The names of the Corporations included in the merger are as set forth above. The Surviving Corporation was incorporated under the general laws of the State of Delaware on June 17, 2003. The Merged Corporation was incorporated under the general laws of the State of Maryland on February 25, 1993.

SECOND: The principal office of the Surviving Corporation is located at 7375 Benedict Avenue, Benedict, Maryland 20612. The principal office of the Merged Corporation is located 7375 Benedict Avenue, Benedict, Maryland 20612. Neither the Surviving Corporation nor the Merged Corporation owns any interest in land in the State of Maryland, the title to which could be affected by the recording of an instrument among the land records. The Surviving Corporation has applied for qualification to do business in the State of Maryland simultaneous with the filing of these Articles of Merger. The name and address of the resident agent for the Surviving Corporation in the State of Maryland is David Tether, 7375 Benedict Avenue, Benedict Maryland 20612.

THIRD: The terms and conditions of the merger set forth in these Articles of Merger were advised, authorized, and approved by the Surviving Corporation in the manner and by the vote required by its Charter and the general laws of the State of Delaware. The manner in which the merger was approved is set forth in ARTICLE FOURTH below. The terms and conditions of the merger set forth in these Articles of Merger were advised, authorized, and approved by the Merged Corporation in the manner and by the vote required by its Charter and the general laws of the State of Maryland. The manner in which the merger was approved is set forth in ARTICLE FIFTH below.

FOURTH: The merger was approved by the Surviving Corporation as follows:

(a) The Board of Directors of the Surviving Corporation adopted resolutions declaring that the merger of the Merged Corporation into the Surviving Corporation is advisable in the form and upon the terms and conditions set forth in these Articles of Merger, and directing that the proposed merger be submitted to the Stockholders for consideration and approval. The resolutions of the Board of Directors were adopted by written consent of the Board of Directors in accordance with the Delaware General Corporation Law.

(b) The merger was duly approved by the sole Stockholder of the Surviving Corporation in the following manner. The sole Stockholder of the Surviving Corporation approved the merger, in the form and upon the terms and conditions set forth in these Articles of Merger, by a written consent of the sole Stockholder signed in accordance with the Delaware General Corporation Law.

FIFTH: The merger was approved by the Merged Corporation as follows:

(a) The Board of Directors of the Merged Corporation adopted resolutions declaring that the merger of the Merged Corporation into the Surviving Corporation is advisable in the form and upon the terms and conditions set forth in these Articles of Merger, and directing that the proposed merger be submitted to the Stockholders for consideration and approval. The resolutions of the Board of Directors were adopted by a Consent of Directors signed by all of the Directors of the Merged Corporation in accordance with Section 2-408 of the Maryland General Corporation Law.

(b) The merger was duly approved by the Stockholders of the Surviving Corporation in the following manner, as required by the charter of the Surviving Corporation. At a duly called meeting of the Stockholders of the Surviving Corporation, the holders of shares constituting in excess of two-thirds of all of the shares of Common Stock of the Surviving Corporation issued and outstanding on the record date set for the meeting were cast in favor of the merger.

SIXTH: After the merger, the Surviving Corporation shall continue under its Charter and the Bylaws, officers, and directors of the Merged Corporation shall become the Bylaws, officers, and directors of the Surviving Corporation upon the effectiveness of the merger.

SEVENTH: The total number of shares of stock which each of the Corporations party to these Articles of Merger has authority to issue, the number and par value of the shares of each class, and the aggregate par value of, those shares of stock, are as follows:

(a) Merged Corporation. The Merged Corporation has authorized one class of capital stock, consisting of Twenty Five Million (25,000,000) shares of common stock, par value \$0.05 per share. The aggregate par value of the sole class is \$1,250,000.

(b) Surviving Corporation. The Surviving Corporation has authorized two classes of capital stock, consisting of Twenty Five Million (25,000,000) shares of common stock, par value \$0.001 per share, and Five Million (5,000,000) shares of preferred stock, par value \$0.001 per share. The aggregate par value of all of the classes is \$30,000.

EIGHT: At and as of the effective time of the merger, the issued and outstanding stock of the Surviving Corporation and the Merged Corporation shall be affected as follows:

(a) Merged Corporation. In consideration of the merger, each stockholder of the Merged Corporation shall be entitled to receive one (1) share of common stock of the Surviving Corporation for each two (2) shares of common stock of the Merged Corporation owned by such stockholder. Each outstanding share of the Merged Corporation's common stock, upon the terms and subject to the conditions set forth in the Agreement, will be cancelled and extinguished and be converted automatically into such number of shares of the Surviving Corporation's common stock as is prescribed by the formula described above and in the Agreement.

(b) Surviving Corporation. Each share of the common stock of the Surviving Corporation held by its sole stockholder shall be canceled as described in the Agreement.

NINTH: No fraction of a share of the Surviving Corporation's common stock will be issued by virtue of the merger, but in lieu thereof each holder of shares of the Merged Corporation's common stock who would otherwise be entitled to a fraction of a share of the Surviving Corporation's common stock (after aggregating all fractional shares of Solomon Common Stock that otherwise would be received by such holder) shall, upon surrender of such holder's stock certificate(s) receive one whole share of the Surviving Corporation's common stock as is prescribed in the Agreement.

TENTH: The effective time of the merger shall be the date as determined by Delaware law.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, these Articles of Merger are hereby signed for and on behalf of SOLOMON TECHNOLOGIES, INC., a Delaware corporation, by its Vice President of Finance, who hereby acknowledges that these Articles of Merger are the act of that Corporation, and who hereby states under the penalties for perjury that the matters and facts set forth herein with respect to authorization and approval of the merger are true in all material respects to the best of his knowledge, information, and belief. These Articles of Merger have been signed for and on behalf of SOLOMON TECHNOLOGIES, INC., a Maryland corporation, by its Vice President of Finance, who hereby acknowledges that these Articles of Merger are the act of that Corporation, and who hereby states under the penalties for perjury that the matters and facts set forth herein with respect to authorization and approval of the merger are true in all material respects to the best of his knowledge, information, and belief.

SOLOMON TECHNOLOGIES, INC.
A Delaware corporation

Attest:

By: C. Stevens Avery II
C. Stevens Avery II
Vice President of Finance

Cynthia K. McMullen Tether
Cynthia K. McMullen Tether
Secretary

SOLOMON TECHNOLOGIES, INC.
A Maryland corporation

Attest:

By: C. Stevens Avery II
C. Stevens Avery II
Vice President of Finance

Cynthia K. McMullen Tether
Cynthia K. McMullen Tether
Secretary

The undersigned consents to act as Resident Agent in Maryland for the entity named within the attached instrument.

David Tether
David Tether
7375 Benedict Avenue
Benedict, Maryland 20612

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