,	FORM PTO-1594 1-31-92 05-14-1998	R SHEET PHENT OF COMMERC
<u> </u>	To the Honorable Commissioner of 1	ne attached officinal documents or copy meteof.
86	! Name of conveying party(ies):  Intermat International Materials  Management Engineers, Inc.	Name: Intermat Acquisition Corp.  Intermal Address:
NRO 5-8	☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership ☐ Corporation-State ☐ Other ☐ Additional name(s) of conveying party(ies) attached? ☐ Yes ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐	Street Address: 165 Mason Street  City Greenwich State CT ZIP 06830  Individual(s) citizenship
	3. Nature of conveyance:  Assignment Merger Security Agreement Change of Name Other  Execution Date: January 28, 1997	☐ Limited Partnership ☐ Corporation-State ☐ Other ☐ Other ☐ assignee is not domicited in the United States, a domestic representative designation is attached: ☐ Yes ☐ No ☐ Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? ☐ Yes ☐ No
	Application number(s) or registration number(s):     A. Trademark Application No.(s)	B. Trademark registration No.(s) 1,578,065 1,578,064
ı	Additional numbers	
	<ol> <li>Name and address of party to whom correspondence concerning document should be mailed:</li> </ol>	6. Total number of applications and registrations involved: 2
	Name: Kim A. Walker	. 65
	internal Address: Willkie Farr & Gallagher	7. Total fee (37 CFR 3.41):
		Authorized to be charged to deposit account
	Street Address: One Citicorp Center  153 East 53rd Street	8. Deposit account number: 23-2405
	City: New York State: NY ZIP 10022	(Attach duplicate copy of this page if paying by deposit account)
05/13/1998 DONOT USE THIS SPACE		THIS SPACE

TRADEMARK REEL: 1729 FRAME: 0155

Lattac the foregoine information is true and correct and any attached copy is a true copy

## State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"INTERMAT INTERNATIONAL MATERIALS MANAGEMENT ENGINEERS,

WITH AND INTO "INTERMAT ACQUISITION CORP." UNDER THE NAME OF "INTERMAT ACQUISITION CORP." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1997, AT 2:30 O'CLOCK P.M.

Edward J. Freel, Secretary of State

2709759 8100M

981160943

AUTHENTICATION:

9049755

TRAPEMARK<sub>04-28-98</sub> REEL: 1729 FRAME: 0156

## CERTIFICATE OF MERGER

OF

## INTERMAT INTERNATIONAL MATERIALS MANAGEMENT ENGINEERS, INC. (A Texas Corporation)

WITH AND INTO

. .

INTERMAT ACQUISITION CORP. (A Delaware Corporation)

INTERMAT ACQUISITION CORP. (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify the following information relating to the merger (the "Merger") of INTERMAT INTERNATIONAL MATERIALS MANAGEMENT ENGINEERS, INC., a Texas corporation ("INTERMAT"), with and into the Company, which shall be the surviving corporation:

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

Name

State of Incorporation

INTERMAT International Materials Management Engineers, Inc.

Texas

INTERMAT Acquisition Corp.

Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the Company and INTERMAT in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware and applicable Texas law.

THIRD: The name of the surviving corporation of the Merger is INTERMAT Acquisition Corp.

FOURTH: The certificate of incorporation of the surviving corporation shall be the certificate of incorporation of the Company as in existence immediately prior to the Merger.

TRADEMARK REEL: 1729 FRAME: 0157

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 165 Mason Street, Greenwich, Connecticut 06830.

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

SEVENTH: The authorized capital stock of INTERMAT is 500,000 shares of common stock, no par value.

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed by its Vice President and attested by its Assistant Secretary this  $23^{\,\text{CA}}$  day of January, 1997.

INTERMAT ACQUISITION CORP.

Name: Catherine B. James

Title: Vice President

ATTEST:

Name: William L. Mahone

Title: Assistant Secretary

-2-

TRADEMARK
REEL: 1729 FRAME: 0158

RECORDED: 05/08/1998