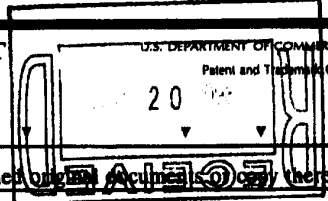


05-26-1998



100719434

HEET



To the Honorable Commissioner of Patents and Trademarks: Please return the attached original **Assignments** only thereof.

1. Name of conveying party(ies):  
Crystalloid Electronics Company

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

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

2. Name and address of receiving party(ies):  
Name: Crystalloid Technologies, Inc.,  
Internal Address:  
Street Address: 5282 Hudson Drive  
City: Hudson State: OH ZIP: 44236-3769

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: April 23, 1998

4. Application number(s) or patent number(s):  
A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
1,447,179  
1,120,926

Additional numbers attached?  Yes  No

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

Name: Kay R. Sherman  
Internal Address: Gallop, Johnson & Neuman, L.C.

Street Address: 101 South Hanley, Suite 1600  
City: St. Louis State: MO ZIP: 63105

6. Total number of applications and registration involved: ..... 2

7. Total fee (37 CFR 3.41) ..... \$65.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(Attached duplicate copy of this page if paying by deposit account)

05/22/1998 JSHADAZZ 00000007 1447179 DO NOT USE THIS SPACE

01 FC:481 40.00 DP  
02 FCI:482 25.00 DP

9. 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.

Kay R. Sherman [Signature] May 13 1998  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and documents: 6

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231  
TELEPHONE MARK  
REF. 1729 FRAME: 0439

State of Delaware  
Office of the Secretary of State

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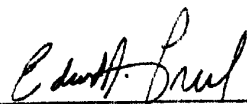
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CRYSTALOID ELECTRONICS COMPANY", A OHIO CORPORATION,  
WITH AND INTO "CRYSTALOID TECHNOLOGIES, INC." UNDER THE NAME OF "CRYSTALOID TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF APRIL, A.D. 1998, AT 4:30 O'CLOCK P.M.



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Edward J. Freel, Secretary of State

AUTHENTICATION

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REEL: 1729 FRAME: 0440  
04-30-98

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**CRYSTALOID ELECTRONICS COMPANY**

**WITH AND INTO**

**CRYSTALOID TECHNOLOGIES, INC.**

**UNDER SECTION 253 OF THE  
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Crystaloid Technologies, Inc., a Delaware corporation (the "Corporation"), hereby certifies to the following information relating to the merger of Crystaloid Electronics Company, an Ohio corporation ("Crystaloid"), with and into the Corporation (the "Merger").

1. The names and states of incorporation of the Corporation and Crystaloid, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State</u>
Crystaloid Electronics Company. . . . .	Ohio
Crystaloid Technologies, Inc. . . . .	Delaware

2. The Corporation owns all of the outstanding shares of capital stock of Crystaloid.

3. The Board of Directors of the Corporation duly adopted resolutions, attached as Exhibit A hereto, pursuant to Sections 141 and 253 of the DGCL, as of April 23, 1998, approving the merger of Crystaloid with and into the Corporation.

4. The Corporation will be the surviving corporation with respect to the Merger, and the name of the surviving corporation will continue to be Crystaloid Technologies, Inc. (the "Surviving Corporation").

5. Pursuant to the Merger, the Certificate of Incorporation and By-Laws of the Corporation shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation, and the directors and officers of the Corporation will be the directors and officers of the Surviving Corporation.

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6. As a result of the Merger, each share of capital stock of Crystaloid shall be automatically canceled, and each share of the capital stock of the Corporation will not be affected, and will continue to represent capital stock of the Surviving Corporation.


7. This Merger shall become effective immediately upon the filing of this Certificate of Merger.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed on this 23rd day of April, 1998.

**CRYSTALOID ELECTRONICS COMPANY**

By:   
Name: A. Richard Caputo, Jr.  
Title: Vice President


ATTEST:

By   
Name: Christopher T. Paule  
Title: Secretary

**CRYSTALOID TECHNOLOGIES, INC.**

By:   
Name: A. Richard Caputo, Jr.  
Title: Vice President

ATTEST:

By   
Name: Christopher T. Paule  
Title: Secretary

**Exhibit A**

**[Excerpt from Resolutions Adopted by the  
Board of Directors of Crystaloid  
Technologies, Inc., adopted on April 22, 1998]**

**Resolved, that the Corporation, as the owner of all of the capital stock of Crystaloid Electronics Company ("Crystaloid") hereby authorizes and directs the Corporation to cause the merger of Crystaloid with and into the Corporation, with the Corporation being the surviving corporation of such merger, and as a result of such merger, (i) the certificate of incorporation, by-laws, directors and officers of the Corporation continuing to be the certificate of incorporation, by-laws, directors and officers of the Corporation, as the surviving corporation of such merger, (ii) the capital stock of Crystaloid will be automatically canceled as a result of such merger, and (iii) the capital stock of the Corporation will not be affected, and will continue to represent capital stock of the Corporation, as the surviving corporation of such merger; and that the officers of the Corporation are authorized to complete, execute and file a Certificate of Ownership and Merger relating to such merger with the Secretary of State of Delaware and Ohio, and to take all other actions that are necessary and desirable to accomplish the foregoing.**

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RECORDED: 05/20/1998

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