

06-08-1998

FORM PTO-1584
(Rev. 8-93)
OMB No. 0651-0011 (exp. 4/94)



100729857

COVER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

JUN 4

Tab settings □ □ □ ▼

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

MSC 6-4-98

1. Name of conveying party(ies):

Telecommunications Techniques Corporation

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 15, 1998

2. Name and address of receiving party(ies)

Name: TTC Reorg Corporation
 Internal Address: Corporation Trust Center
 Street Address: 1209 Orange Street
 City: Wilmington State: DE ZIP: 19801

- 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

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

A. Trademark Application No.(s)

See attached list.

B. Trademark Registration No.(s)

See attached list.

Additional numbers attached? Yes No

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

Name: David Appel, Esq.

Internal Address: Debevoise & Plimpton

Street Address: 875 Third Avenue

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 25

7. Total fee (37 CFR 3.41).....\$ 640.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

40.00 BP
500.00 BP

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

DO NOT USE THIS SPACE

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.

Andrew S. Borodach
Name of Person Signing

Andrew S. Borodach
Signature

7/3/98

Total number of pages including cover sheet, attachments, and documents: 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK REEL: 1736 FRAME: 09298

00000145

05/19/98

FC-43

Registered Trademarks

2,067,097
2,102,925
2,100,790
1,978,334
2,084,492
2,002,466
1,855,572
1,833,701
1,761,995
1,888,232
1,778,717
1,799,977
1,695,248
1,650,619
1,630,662
1,622,155
1,587,224
1,583,432
1,529,479
1,474,014
1,459,008
1,375,620

Trademark Applications

75/272,323
75/148,252
75/140,257

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:

"TELECOMMUNICATIONS TECHNIQUES CORPORATION", A MARYLAND CORPORATION,

WITH AND INTO "TTC REORG CORPORATION" UNDER THE NAME OF "TTC REORG CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MAY, A.D. 1998, AT 3:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2897160 8100M

981211235

AUTHENTICATION:

9114780

DATE:

TRADEMARK

06-02-98

REEL: 1736 FRAME: 0931

CERTIFICATE OF MERGER

Merging

TELECOMMUNICATIONS TECHNIQUES CORPORATION

Into

TTC REORG CORPORATION

TTC REORG CORPORATION (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, HEREBY CERTIFIES:

FIRST: That the Corporation was incorporated on May 15, 1998 under the name TTC Reorg Corporation pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That Telecommunications Techniques Corporation ("TTC") was incorporated on November 1, 1973 pursuant to the General Corporation Law of the State of Maryland.

THIRD: That an Agreement and Plan of Merger, dated as of May 15, 1998, between the Corporation and TTC (the "Agreement"), providing for TTC to be merged into and survived by the Corporation (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the Corporation and TTC in accordance with Section 252 of the DGCL.

FOURTH: That the Corporation shall be the surviving corporation (the "Surviving Corporation") of the Merger. The Certificate of Incorporation of the Surviving Corporation will be the Certificate of Incorporation of TTC Reorg Corporation.

FIFTH: That the By-Laws of the Corporation shall be the By-Laws of the Surviving Corporation.

SIXTH: That the directors and officers of the Corporation shall be the directors and officers, respectively, of the Surviving Corporation, each to hold such

office until his or her successor shall be elected or appointed and qualified or until his or her earlier death, resignation or removal.

SEVENTH: That the Merger has been approved by the written consent Dynatech U.S.A, Inc., the holder of all the issued and outstanding shares of common stock of TTC and the Corporation, in accordance with Section 228(a) of the DGCL and Section 2-505 of the Maryland General Corporation Law.

EIGHTH: That the executed Agreement is on file at an office of the Corporation at 20410 Observation Drive, Germantown, MD 20876. A copy will be furnished, on request and without cost, to any shareholder of the Corporation.

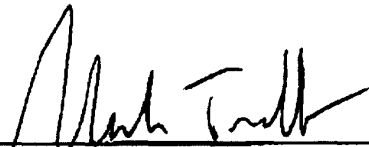
NINTH: That the number of shares of stock of all classes which TTC has authority to issue is one-hundred thousand (100,000) shares, of the par value of one-tenth of a Dollar (\$.10) each.

TENTH: Notwithstanding anything to the contrary, the Merger may be terminated and abandoned by the Board of Directors of the Corporation or TTC at any time prior to the filing of this Certificate.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by a duly authorized officer thereof.

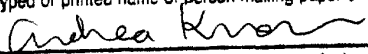
TTC REORG CORPORATION

By: 
Name: Mark Tremallo
Title: Secretary

Dated: May 15, 1998

"Express Mail" mailing label No. EH057259614US
Date of Deposit June 3, 1998

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington D.C. 20231.

Andrea Krauer
(Typed or printed name of person mailing paper or fee)

(Signature of person mailing paper or fee)