

MRI 5-26-98  
Tab settings

06-10-1998



100733358

To the Honorable Commissioner of Patents and Trademarks

Attached original documents or copy thereof.

1. Name of conveying party(ies):

HEATRON, INC.

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

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

3. Nature of conveyance:

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

Execution Date: 31 December, 1987

2. Name and address of receiving party(ies)

Name: HEATRON INCORPORATED

Internal Address: \_\_\_\_\_

Street Address: 11 Industrial Ave.

City: Warwick State: RI ZIP: 02888

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Rhode Island
- 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 registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

785,834  
792,231  
1,101,377

Additional numbers attached?  Yes  No

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

Name: Samuel M. Learned, Jr.

Internal Address: \_\_\_\_\_

Street Address: 149 East Market Street

City: York State: PA ZIP: 17401

6. Total number of applications and registrations involved: \_\_\_\_\_

3

7. Total fee (37 CFR 3.41):..... \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

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

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

06/09/1998 JSH/BRZZ 00000275 785834

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

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and my attached copy is a true copy of the original document.

Samuel M. Learned, Jr.  
Name of Person Signing

Signature

22 May, 1998  
Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK 2-1090C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
*Office of the Secretary of State*

*James R. Langevin, Secretary of State*

*Date: March 19, 1998*

*HEARTON INCORPORATED  
(8 Pages)*

*A TRUE COPY WITNESSED UNDER THE SEAL OF THE  
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS*

*James R. Langevin*

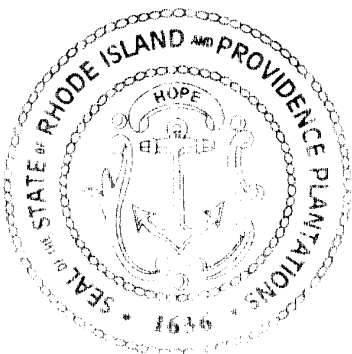
*Secretary of State*

By *James M. [Signature]*

*Duly Authorized Agent*

*Secretary of State*

*Corporations Division*



Filing fee: \$20.00

✓  
45583

ARTICLES OF MERGER  
OF DOMESTIC AND FOREIGN CORPORATIONS  
INTO

12-31-87  
3462

HEATRON INCORPORATED

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Heatron, Inc.	Pennsylvania
HEATRON INCORPORATED	Rhode Island

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is HEATRON INCORPORATED

and it is to be governed by the laws of the State of Rhode Island

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(Insert Plan of Merger)

PLAN OF MERGER

I.

Corporations Proposing to Merge:

1. Heatron, Inc. - a Pennsylvania corporation
2. HEATRON INCORPORATED - a Rhode Island corporation

II.

Surviving Corporation:

1. HEATRON INCORPORATED

	CP50	50.00
	CHEK	50.00
01/14/88 PAID	0092A001	

III.

Terms and Conditions:

1. The presently outstanding shares in Heatron, Inc. will be exchanged for stock of HEATRON INCORPORATED and Heatron, Inc. will, from and after the effective date of Merger, be and become a part of HEATRON INCORPORATED. From and after the effective date of Merger, the surviving corporation shall thereupon and thereafter possess all of the rights, privileges, immunities, of both a public and private nature, of each corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscription to shares, if any, and all other choses in action, and ~~ERIA DE MEXICO~~ other interest

REEL: 1738 FRAME: 0315

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	Number of Shares Outstanding	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Heatron, Inc. (Pennsylvania)	2,500	common - \$10 par value	2,500
HEATRON INCORPORATED (Rhode Island)	1	common - no par value	1

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	Total Voted For	Total Voted Against	<u>Number of Shares</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Heatron, Inc.	2,500	0	common \$10 par	2,500	0
HEATRON INCORPORATED	1	0	common no par	1	0

SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated December 31, 1987

Heatron, Inc.  
By Henry A. Vandersip, Pres.  
Its President  
and Phebe P. Vandersip, Secy.  
Its Secretary  
HEATRON INCORPORATED

By Henry A. Vandersip, Pres.  
Its President  
and Phebe P. Vandersip, Secy.  
Its Secretary

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } Sc.

At Providence in said County on the 31st day of December 1987, before me personally appeared Henry A. Vandersip and Phebe P. Vandersip, who being by me first duly sworn, declared that they are the President and Secretary of Heatron, Inc., that they respectively signed the foregoing document as such officers of the corporation, and that the statements therein contained are true.

[Signature]  
Notary Public  
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } Sc.

At Providence in said County on the 31st day of December 1987, before me personally appeared Henry A. Vandersip and Phebe P. Vandersip, who being by me first duly sworn, declared that they are the President and Secretary of HEATRON INCORPORATED, that they respectively signed the foregoing document as such officers of the corporation, and that the statements therein contained are true.

[Signature]  
Notary Public  
Notary Public

(NOTARIAL SEAL)

ARTICLE FOURTH continued

of or belonging to or due to both corporations shall be taken and deemed to be transferred to and vested in HEATRON INCORPORATED without further action or deed. Such surviving corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of both corporations; and any claim existing or action or proceeding pending by or against either corporation may be prosecuted as if such Merger had not taken place, or such surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either corporation shall be impaired by such Merger.

IV.

Manner and Basis of Conversion:

1. There are presently issued and outstanding 2,500 shares of \$10.00 par common stock of Heatron, Inc. The 2,500 shares of outstanding \$10.00 par common stock of said corporation will be exchanged for 500 shares of no par common stock of HEATRON INCORPORATED; and Heatron, Inc. will, from and after the effective date of Merger be and become a part of HEATRON INCORPORATED

V.

Effective Date:

1. December 31 , 1987

VI.

Changes Necessary in Articles of Incorporation  
of Surviving Corporation:

1. None

6854A

**State of Rhode Island and Providence Plantations**  
**BUSINESS CORPORATION**

**ORIGINAL ARTICLES OF INCORPORATION**

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is HEATRON INCORPORATED

~~(A close corporation pursuant to § 7-1.1-4 of the General Laws, 1956, as amended)~~ (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To engage in the design, manufacture and sale of heat exchangers and allied machinery and equipment; to design, patent, and procure patents or licenses to manufacture such heat exchangers; to carry on all activities ancillary, desirable or incidental thereto; and for any other lawful purposes (excepting banking and insurance).

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

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REEL: 1738 FRAME: 0319

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares .....600 common no par

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

(b) *If more than one class:* Total number of shares .....

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

The corporation hereby specifically reserves the right to adopt applicable preemptive rights pertaining to its shares in its bylaws or by means of stock purchase agreements as may from time to time be executed.



SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

Not applicable

SEVENTH. The address of the initial registered office of the corporation is 60 Eddy Street, Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Bruce A. Wolpert, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 2 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Table with 2 columns: Name, Address. Rows include Henry A. Vandersip and Phebe P. Vandersip, both at 72 Seaview Avenue, Cranston, RI.

NINTH. The name and address of each incorporator is:

Table with 2 columns: Name, Address. Row includes Bruce A. Wolpert at 60 Eddy Street, Providence, RI 02903.

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

December 31, 1987

Dated December 30, 1987

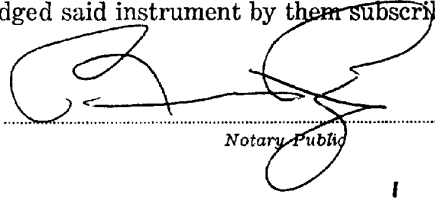
Handwritten signature of Bruce A. Wolpert over a printed name line.

STATE OF RHODE ISLAND } City  
COUNTY OF PROVIDENCE } In the ~~TOWN~~ } of Providence

in said county this 30th day of December, A.D. 1987

then personally appeared before me Bruce A. Wolpert

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.



Notary Public

✓ 45583

DEC 31 1987  
DVB

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