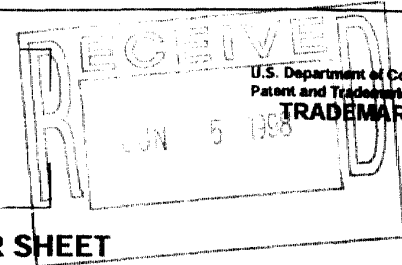


FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

06-25-1998



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6/5/98

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
4 30 98
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
4 17 98

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

06/24/1998 SSMITH 00000129 500300 1363212
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FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
REEL: 1744 FRAME: 0444

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1363212"/>	<input type="text" value="1002699"/>	<input type="text" value="1275652"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1190599"/>	<input type="text" value="1583178"/>	<input type="text" value="1785425"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="371538"/>	<input type="text" value="1027295"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Kelly C. Scott, Esq.

Name of Person Signing


Signature

6-2-98
Date Signed

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 OWNERSHIP, WHICH MERGES:

"HARVEY ACQUISITION CO.", A WISCONSIN CORPORATION,

WITH AND INTO "BARNSTEAD THERMOLYNE CORPORATION" UNDER THE NAME OF "BARNSTEAD THERMOLYNE CORPORATION", 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 APRIL, A.D. 1998, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF APRIL, A.D. 1998.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2082743 8100M

AUTHENTICATION: 9051720

981162341

TRADEMARK
 04-28-98
 REEL: 1744 FRAME: 0446

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HARVEY ACQUISITION CO.

INTO

BARNSTEAD THERMOLYNE CORPORATION

(Pursuant to Section 253 of the General Corporation Law of Delaware)

BARNSTEAD THERMOLYNE CORPORATION, a corporation incorporated February 6, 1986, pursuant to the provisions of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY that:

FIRST: This corporation owns 100% of the capital stock of Harvey Acquisition Co., a corporation incorporated March 30, 1997 pursuant to the provisions of the Wisconsin Business Corporation Law.

SECOND: This corporation, by a resolution of its Board of Directors duly adopted by unanimous written consent on the 17 day of April, 1998, determined to and did merge into itself said Harvey Acquisition Co., which resolution is in the following words to wit:

WHEREAS, this corporation lawfully owns 100% of the outstanding stock of Harvey Acquisition Co., a Wisconsin corporation, (the "Subsidiary"); and

WHEREAS, this corporation desires to merge the Subsidiary into this corporation, and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary;

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge the Subsidiary into this corporation and assume all of the Subsidiary's liabilities and obligations;

FURTHER RESOLVED, that any one of the appropriate officers of this corporation is hereby authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions

and the date of their adoption, and to file and record the same with the Delaware Secretary of State and the New Castle County Recorder of Deeds;


FURTHER RESOLVED, that the Plan of Merger, a copy of which is attached hereto as Exhibit A, is hereby approved and adopted;

FURTHER RESOLVED, that any one of the appropriate officers of this corporation is hereby authorized and directed to make and execute appropriate Articles of Merger and to file the same with the Wisconsin Department of Financial Institutions;

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to do all acts which they in their discretion shall deem necessary and appropriate to cause the merger described above to become effective under the laws of the States of Delaware and Wisconsin.

THIRD: The effective time of the merger referred to herein shall be 11:30 p.m. EDT on April 30, 1998.

IN WITNESS WHEREOF, said BARNSTEAD THERMOLYNE CORPORATION has caused this certificate to be signed by Randy A. Hoff, its Chairman of the Board and President, this 17 day of April, 1998.



Randy A. Hoff
Chairman of the Board and
President

Exhibit A

**PLAN OF MERGER
OF
HARVEY ACQUISITION CO.
INTO
BARNSTEAD THERMOLYNE CORPORATION**

WHEREAS, Barnstead Thermolyne Corporation ("Parent"), a corporation organized and existing under the laws of the State of Delaware, owns all of the outstanding shares of stock of Harvey Acquisition Co. ("Subsidiary"), a corporation organized and existing under the laws of the State of Wisconsin; and

WHEREAS, the Board of Directors of Parent deems it advisable for the general welfare and advantage of Parent and Subsidiary that Subsidiary be merged into Parent;

NOW, THEREFORE, the terms and conditions of the merger of Subsidiary into Parent (the "Merger") are as follows:

ARTICLE I

MERGER; EFFECTIVE TIME

At the Effective Time of the Merger (as hereinafter defined) the separate existence of Subsidiary shall cease and Subsidiary shall be merged into Parent pursuant to Section 180.1104 of the Wisconsin Business Corporation Law and Section 253 of the Delaware General Corporation Law. The Effective Time of the Merger shall be 11:30 p.m. EDT on April 30, 1998.

ARTICLE II

SHARES OF PARENT AND SUBSIDIARY

1. Parent Shares. Each share of stock of Parent issued and outstanding or in the treasury of the Parent at the Effective Time of the Merger shall continue to be one such share of the Surviving Corporation.

2. Subsidiary Shares. Each share of stock of Subsidiary issued and outstanding or in the treasury of the Subsidiary shall be retired and canceled at the Effective Time of the Merger, and no shares of stock of the Parent or other consideration shall be issued in exchange therefor.

ARTICLE III

EFFECT OF MERGER

The effect of the Merger shall be as provided in Section 180.1106 of the Wisconsin Business Corporation Law and Section 259 of the Delaware General Corporation Law.

ARTICLE IV

FEDERAL INCOME TAX EFFECT

This Plan of Merger is intended to constitute a plan of reorganization within the meaning of the Internal Revenue Code of 1986, as amended.

ARTICLE V

TERMINATION AND ABANDONMENT

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of the Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

* * * * *

RECEIVED

APR 28 1998

WISCONSIN
DFI

ARTICLES OF MERGER
OF
HARVEY ACQUISITION CO.
INTO

BARNSTEAD THERMOLYNE CORPORATION

The undersigned, BARNSTEAD THERMOLYNE CORPORATION, a Delaware corporation ("Parent"), desiring to give notice of corporate action effectuating the merger of its wholly-owned subsidiary, Harvey Acquisition Co., a Wisconsin corporation, ("Subsidiary") into Parent, and acting by its officers and pursuant to Sections 180.1104 and 180.1107 of the Wisconsin Business Corporation Law and Section 253 of the Delaware General Corporation Law, hereby certifies the following:

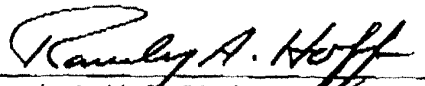
1. Stock Ownership. Parent owns all of the issued and outstanding stock of Subsidiary.

2. Plan of Merger. The Board of Directors of Parent has adopted a Plan of Merger in accordance with Section 180.1104 of the Wisconsin Business Corporation Law. A copy of the Plan of Merger is attached hereto as Exhibit A.

3. Effective Date. The merger shall be effective as of 11:30 p.m. EDT on April 30, 1998.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Merger to be executed in its name by its Chairman of the Board and President this 17 day of April, 1998.

BARNSTEAD THERMOLYNE
CORPORATION

By: 
Randy A. Hoff, Chairman of the
Board and President

This instrument was drafted by:

Walter J. Skipper
Quarles & Brady
411 East Wisconsin Avenue
Milwaukee, WI 53202-4497

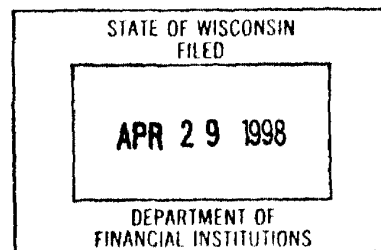


Exhibit A

**PLAN OF MERGER
OF
HARVEY ACQUISITION CO.
INTO
BARNSTEAD THERMOLYNE CORPORATION**

WHEREAS, Barnstead Thermolyne Corporation ("Parent"), a corporation organized and existing under the laws of the State of Delaware, owns all of the outstanding shares of stock of Harvey Acquisition Co. ("Subsidiary"), a corporation organized and existing under the laws of the State of Wisconsin; and

WHEREAS, the Board of Directors of Parent deems it advisable for the general welfare and advantage of Parent and Subsidiary that Subsidiary be merged into Parent;

NOW, THEREFORE, the terms and conditions of the merger of Subsidiary into Parent (the "Merger") are as follows:

ARTICLE I

MERGER; EFFECTIVE TIME

At the Effective Time of the Merger (as hereinafter defined) the separate existence of Subsidiary shall cease and Subsidiary shall be merged into Parent pursuant to Section 180.1104 of the Wisconsin Business Corporation Law and Section 253 of the Delaware General Corporation Law. The Effective Time of the Merger shall be 11:30 p.m. EDT on April 30, 1998.

ARTICLE II

SHARES OF PARENT AND SUBSIDIARY

1. Parent Shares. Each share of stock of Parent issued and outstanding or in the treasury of the Parent at the Effective Time of the Merger shall continue to be one such share of the Surviving Corporation.

2. Subsidiary Shares. Each share of stock of Subsidiary issued and outstanding or in the treasury of the Subsidiary shall be retired and canceled at the Effective Time of the Merger, and no shares of stock of the Parent or other consideration shall be issued in exchange therefor.

ARTICLE III

EFFECT OF MERGER

The effect of the Merger shall be as provided in Section 180.1106 of the Wisconsin Business Corporation Law and Section 259 of the Delaware General Corporation Law.

ARTICLE IV

FEDERAL INCOME TAX EFFECT

This Plan of Merger is intended to constitute a plan of reorganization within the meaning of the Internal Revenue Code of 1986, as amended.

ARTICLE V

TERMINATION AND ABANDONMENT

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of the Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

* * * * *

