

CERTIFICATE OF MERGER

OF

SPEX INDUSTRIES, INC.
(a New Jersey corporation)

and

INSTRUMENTS S.A., INC.
(a New Jersey Corporation)

INTO

SPEX GROUP, INC.
(a Delaware corporation)

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DEC 31 1991

JOAN HABERLE
Secretary of State

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The undersigned, pursuant to the New Jersey Business Corporation Act and the Delaware General Corporation Law, do hereby certify and set forth as follows:

FIRST: The Agreement and Plan of Merger (the "Agreement") is attached hereto as Exhibit A.

SECOND: (a) Spex Industries, Inc. ("Corporation A") has issued and outstanding 1000 shares of Common Stock, each of which was entitled to vote on the merger.

(b) Instruments S.A., Inc. ("Corporation B") has issued and outstanding 1,000 shares of Common Stock, each of which was entitled to vote on the merger.

(c) Spex Group, Inc. ("Corporation C") has issued and outstanding 1000 shares of Common Stock, each of which was entitled to vote on the merger.

THIRD: (a) All of the outstanding shares of Corporation A were voted, by written consent of the sole

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shareholder of Corporation A, in favor of the merger on December __, 1991.

(b) All of the outstanding shares of Corporation B were voted, by written consent of the sole shareholder of Corporation B, in favor of the merger on December __, 1991.

(c) All of the outstanding shares of Corporation C were voted, by written consent of the sole shareholder of Corporation C, in favor of the merger on December __, 1991.

FOURTH: The merger shall be effective as of the close of business on December 31, 1991.

FIFTH: The Certificate of Incorporation of Corporation C, the surviving corporation, shall be amended such that the name of the surviving corporation shall be Instruments S.A., Inc. and such amended certificate shall constitute the Certificate of Incorporation of the surviving corporation.

SIXTH: (a) The applicable provision of the laws of the jurisdiction under which each foreign corporation was organized have been, or upon compliance with filing and recording requirements, will have been complied with.

(b) Corporation C agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of any domestic corporation or any foreign corporation, previously amenable to suit in the State of New Jersey, which is a party to this merger, and in any proceeding for the enforcement of the rights of a dissenting

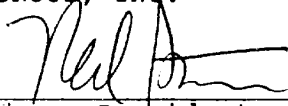
shareholder of any such domestic corporation against Corporation C.

(c) The Secretary of State of New Jersey is hereby irrevocably appointed by Corporation C as its agent to accept service of process in any such proceeding and the post office address to which the Secretary of State of New Jersey shall mail a copy of such process is 3880 Park Avenue, Edison, New Jersey 08820.

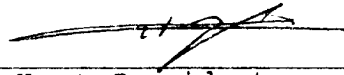
(d) Corporation C hereby agrees that it will promptly pay to the dissenting shareholders of any such domestic New Jersey corporation the amount, if any, to which they shall be entitled under the provisions of the New Jersey Corporation Laws with respect to the rights to dissenting shareholders.

IN WITNESS WHEREOF, we hereunto sign our names and certify that the facts contained herein are true, this 3 1st day of December, 1991.

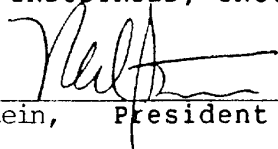
SPEX GROUP, INC.

By 
Neil A. Stein, President

INSTRUMENTS S.A., INC.

By 
Gilbert S. Hayat, President

SPEX INDUSTRIES, INC.

By 
Neil A. Stein, President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated December 31, 1991 among Spex Industries, Inc., a New Jersey corporation ("Corporation A"), Instruments S.A., Inc., a New Jersey corporation ("Corporation B"), and Spex Group, Inc., a Delaware corporation ("Corporation C").

The respective Board of Directors of Corporations A, B and C deem it advisable and in the best interests of their corporations and the shareholders of each of their respective corporations that Corporations A and B be merged with and into Corporation C as provided herein (the "Merger") pursuant to the Delaware General Corporation Law and the New Jersey Business Corporation Act.

Corporation A was incorporated in the State of New Jersey on May 29, 1964. Its authorized capital stock consists of 3,000,000 shares of Common Stock, \$.10 par value. As of the date hereof, Corporation A has issued and outstanding 1000 shares of Common Stock, each of which was entitled to vote on the Merger.

Corporation B was incorporated in the State of New Jersey on January 19, 1976. Its authorized capital stock consists of 500,000 shares of Common Stock, \$1.00 par value, and 50,000 shares of Class A Preferred Stock, \$100.00 par value. As of the date hereof, Corporation B has issued and outstanding 1,000 shares of Common Stock, each of which was entitled to vote on the Merger.

Corporation C was incorporated in the State of Delaware on June 7, 1983. Its authorized capital stock consists of 3,000 shares of Common Stock, \$1.00 par value. As of the date hereof, Corporation C has issued and outstanding 1000 shares of Common Stock, each of which was entitled to vote on the Merger.

It is, therefore, agreed as follows:

1. As soon as practicable after this Agreement and Plan of Merger (the "Agreement") has been approved by the shareholders of Corporations A, B and C, it shall be certified, signed and acknowledged in accordance with the laws of the States of Delaware and New Jersey. A Certificate of Merger shall then be filed in the office of the Secretary of State of Delaware and the office of the Secretary of State of New Jersey. The effective date of the Merger shall be as of the close of business on December 31, 1991 (the "Effective Date").

2. On the Effective Date, Corporations A and B shall be merged with and into Corporation C and the separate corporate existence of Corporations A and B shall cease. Corporation C shall be the surviving corporation, under the name Instruments S.A., Inc., and shall continue to be governed by the laws of the State of Delaware.

3. The Certificate of Incorporation of Corporation C shall be amended such that the name of Corporation C shall be Instruments S.A., Inc. as of the Effective Date and shall continue as the Certificate of Incorporation of the surviving corporation. The By-laws of Corporation C as in effect on the Effective Date shall continue as the By-laws of the surviving corporation. The officers and directors of Corporation C, as of the Effective Date, shall be as follows:

Officers

President & COO	Neil Stein
Vice President-Emission	Ralph Obenauf
Vice President-Riber	Ed Badgett
Vice President-OEM's	Jeremy Lerner
Treasurer	Gilbert Hayat
Secretary	Neil Stein
Assistant Secretary	Barbara McMahon

Directors

Gilbert Hayat
Michel Baudron
Michel Culleron
Neil Stein
Jim Griffiths
Alfred Cho
Irving Brown

4. Each share of Common Stock of Corporation A that is issued and outstanding on the Effective Date shall, by virtue of the Merger and without any action on the part of any holder thereof, be cancelled. On the Effective Date, the stock transfer books of Corporation A shall be closed and no transfer of Common Stock or Preferred Stock of Corporation A shall thereafter be made.

5. Each share of Common Stock of Corporation B that is issued and outstanding on the Effective Date shall, by virtue of the Merger and without any action on the part of any holder thereof, shall be cancelled. On the Effective Date, the stock

transfer books of Corporation B shall be closed and no transfer of Common Stock of Corporation B shall thereafter be made.

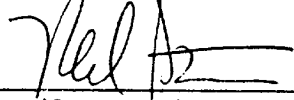
6. Each share of Common Stock of Corporation C that is issued and outstanding on the Effective Date shall be unaffected by the Merger and shall continue to represent one issued and outstanding share of Common Stock of Corporation C, as the surviving corporation.

7. This Agreement may be abandoned or terminated prior to the filing thereof with the Secretary of State of Delaware or the Secretary of State of New Jersey by resolution duly adopted by the respective Boards of Directors of the constituent corporations, notwithstanding the approval thereof by the shareholders of the respective constituent corporations.


8. This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties have duly executed this Agreement and Plan of Merger as of the date first written above.

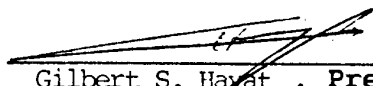
SPEX GROUP, INC.

By 
Neil A. Stein, President

ATTEST:


Neil A. Stein, Secretary


INSTRUMENTS S.A., INC.

By 
Gilbert S. Hayat, President

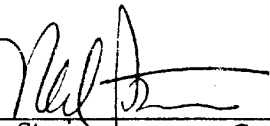
ATTEST:

Barbara McMahon Assistant
Barbara McMahon, Secretary


SPEX INDUSTRIES, INC.

By 
Neil A. Stein, President

ATTEST:


Neil A. Stein, Secretary

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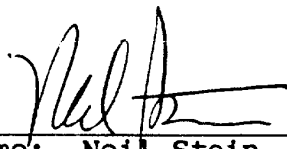
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SPEX GROUP, INC.

Secretary's Certificate

The undersigned, Neil Stein, Secretary of Spex Group, Inc. a Delaware corporation and one of the corporations mentioned in the foregoing Agreement and Plan of Merger (the "Agreement"), hereby certifies that the Agreement has been adopted by the written consent of the holder of all of the outstanding capital stock of Spex Group, Inc. entitled to vote thereon in accordance with the provisions of the General Corporation Law of the State of Delaware.

Dated: December 31, 1991

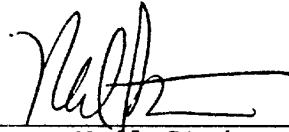

Name: Neil Stein
Secretary

SPEX INDUSTRIES, INC.

Secretary's Certificate

The undersigned, Neil Stein, Secretary of Spex Industries, Inc., a New Jersey corporation and one of the corporations mentioned in the foregoing Agreement and Plan of Merger (the "Agreement"), hereby certifies that the Agreement has been adopted by the written consent of the holder of all of the outstanding capital stock of Spex Industries, Inc. entitled to vote thereon in accordance with the provisions of the Business Corporation Act of the State of New Jersey.

Dated: December 31, 1991



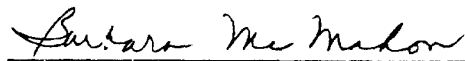
Name: Neil Stein
Secretary

INSTRUMENTS S.A., INC.

Secretary's Certificate

The undersigned, Barbara McMahon, Assistant Secretary of Instruments S.A., Inc., a New Jersey corporation and one of the corporations mentioned in the foregoing Agreement and Plan of Merger (the "Agreement"), hereby certifies that the Agreement has been adopted by the written consent of the holder of all of the outstanding capital stock of Instruments S.A., Inc. entitled to vote thereon in accordance with the provisions of the Business Corporation Act of the State of New Jersey.

Dated: December 31, 1991



Name: Barbara McMahon
Assistant Secretary

HANDAL & MOROFSKY

Counsellors at Law

80 Washington Street

Paul Morofsky 1926-1986 Norwalk, Connecticut 06854

Telephone: 203-838-8589

Facsimile: 203-838-8794

Telex: 429283 PATSLAW

District of Columbia Office
American Center - Tysons Corner
Suite 500
8300 Boone Boulevard
Vienna, Virginia 22182

July 10, 1998

BOX ASSIGNMENT

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

Re: Spex Industries, Inc.
Registration No. 1,096,568
Registration Date: July 18, 1978
Mark: **FLUOROLOG**
Class: 009

S I R :


We enclose herewith:

- Recordation Form Cover Sheet
- Certificate of Merger
- Check for \$40.00
- Acknowledgment Postcard


The Commissioner is hereby authorized to charge payment of the fees associated with this communication or credit any overpayment to Deposit Account No. 08-0570.

Applicant hereby petitions under 37 CFR 1.136 or other applicable rule to have the response period extended the number of months necessary to render the attached communication timely if a petition is required.

Respectfully submitted,


Anthony H. Handal
Reg. No. 26,275

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231, on 6/10/98


Anthony H. Handal
Reg. No. 26,275

TRADEMARK

RECORDED: 07/13/1998

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