

07-27-1998

FR SHEET  
ILY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Tab settings



To the Honorable Commissioner

ie attached original documents or copy thereof.

100777652

1. Name of conveying party(ies):  
HONEYWELL ENVIRONMENTAL AIR CONTROL  
INC.

2. Name and address of receiving party(ies)

HONEYWELL INC.

U.S. Patent & TMO/TM Mail Rcpt. Dt. #64

07-14-1998

Street Address: honeywell Plaza

City: Minneapolis State: MN ZIP: 55408

- Individual(s)
- General Partnership
- Corporation-State (Delaware)
- Other

- Association
- Limited Partnership

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

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

Execution Date: December 22, 1995

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Req. No.	Mark
1,099,300	ENVIRACAIR
1,352,656	EACI
1,326,320	EACI

Additional numbers attached?  Yes  No

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

Name: Carolyn M. Sandberg

Internal Address: Honeywell Inc.

Street Address: Honeywell Plaza

City: Minneapolis State: MN ZIP: 55408

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 + any other fees which may be required by this paper to Deposit Account

8. Deposit account number: 08-2727

08-2727

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

07/24/1998 SSMITH 00000133 082727 1099390

DO NOT USE THIS SPACE

01 FC:441  
02 FC:442  
Statement and Signature.  
40.00 CH  
30.00 CH

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.

Gwen D. Spurrier  
Name of Person Signing

*Gwen D. Spurrier*  
Signature

July 14, 1998

5 Dup of Cover Sheet

Total number of pages including cover sheet, attachments, and document:

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:

"HONEYWELL ENVIRONMENTAL AIR CONTROL INC.", A DELAWARE CORPORATION,

WITH AND INTO "HONEYWELL INC." UNDER THE NAME OF "HONEYWELL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1995, AT 9 O'CLOCK A.M.



EDWARD J. FREEL  
Secretary of State

0225009 8100M

8657105

971312227

TRADE MARK

REEL: 1758 FRAME: 0940

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
HONEYWELL ENVIRONMENTAL AIR CONTROL INC.  
INTO  
HONEYWELL INC.

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Pursuant to Sections 103 and 253 of the  
General Corporation Law of the State of Delaware

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HONEYWELL INC., a Delaware corporation (the "Corporation"), hereby certifies  
as follows:

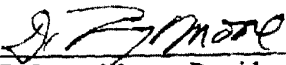
FIRST: The Corporation owns 100% of the outstanding shares of common  
stock, par value \$.01 per share, of Honeywell Environmental Air Control Inc., a Delaware  
corporation ("HEAC"), which is the only outstanding class of capital stock of HEAC.

SECOND: The Board of Directors of the Corporation duly adopted at a meeting  
of the Board of Directors on December 19, 1995, resolutions authorizing the merger of  
HEAC into the Corporation pursuant to Section 253 of the General Corporation Law of  
the State of Delaware. A true copy of such resolutions is annexed hereto as Exhibit A.  
Such resolutions have not been modified or rescinded and are in full force and effect on  
the date hereof.

THIRD: The merger of HEAC into the Corporation shall become effective at  
12:00 midnight, Delaware time, on the 31st day of December, 1995.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of  
Ownership and Merger to be signed by its duly authorized officers this 20<sup>th</sup> day of  
December, 1995.

HONEYWELL INC.

By   
D. Larry Moore, President  
and Chief Operating Officer

ATTEST:

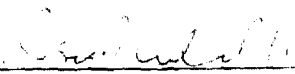
  
Sigurd Ueland, Jr.  
Secretary

EXHIBIT A

RESOLUTIONS

RESOLVED, that Honeywell Environmental Air Control Inc. ("HEAC"), a Delaware corporation and a wholly owned subsidiary of Honeywell Inc., a Delaware corporation ("Honeywell"), be merged (the "Merger") with and into Honeywell which shall be the surviving corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"); and further

RESOLVED, that the Chairman and Chief Executive Officer, the President and Chief Operating Officer, the Secretary and any Vice President be, and each of them hereby is, authorized and empowered in the name and on behalf of Honeywell, to execute and acknowledge a Certificate of Ownership and Merger setting forth, among other things, a copy of these resolutions and the date of their adoption; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed in the Office of the Secretary of State of the State of Delaware and to cause certified copies of such Certificate to be recorded in the Offices of the Recorder of Deeds of Kent County, Delaware all in accordance with Sections 103 and 253 of the DGCL; and further

RESOLVED, that the Merger shall become effective and the corporate existence of HEAC shall cease upon the later to occur of 12:00 midnight, Delaware time, on the 31st day of December, 1995 or the filing of such Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with Sections 103 and 253 of the DGCL; and further

RESOLVED, that the proper officers of Honeywell be, and each of them hereby is, authorized and directed to take or cause to be taken all such further actions and to execute and deliver or cause to be delivered all such further instruments and documents

in the name and on behalf of Honeywell, and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them.