

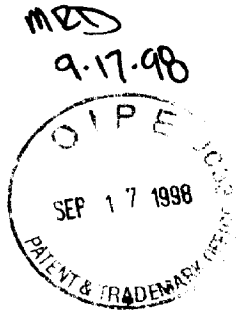
09-28-1998



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TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
ASSIGNMENT BRANCH



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Watts, Hoffmann, Fisher & Heinke Co., L.P.A.
Suite 17500, 1100 Superior Avenue
P.O. Box 99839
Cleveland, Ohio 44199-0839
Telephone: (216) 241-6700
Docket No.: 9-106

Commissioner of Patent and Trademarks
Washington, D. C. 20231

Dear Sir:

Please record the attached original document(s) or copy thereof as follows:

Conveying Party: Cyberex, Inc.

Receiving Party: Cyberex, LLC
Address: 7171 Industrial Park Blvd.
Mentor, OH 44060

Nature of Conveyance: Certificate of Merger

Date of Execution: September 1, 1998

Please record against:
Registration No(s): 1,109,242; Dated: December 19, 1978
Application No(s): _____
No. of Trademark(s): 1 No. of Application(s): 1

The assignee is not domiciled in the U.S. and has designated the firm of Watts, Hoffmann, Fisher & Heinke as its domestic representative.

A check in the amount of \$ 40.00 for the recordal fees is enclosed. Please charge any additional fees, or credit any overpayment, to deposit account 23-0630.

To my best knowledge and belief, the foregoing information is true and correct. Please correspond with Watts, Hoffmann, Fisher & Heinke at the above address.

Respectfully submitted,

Sept 14, 1998
Date

Stephen Schultz
Stephen J. Schultz
Registration No. 29,108

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The State of Ohio

Bob Taft

Secretary of State

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Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: MUL MIS PER

of:

CYBEREX LLC

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5893 at Frame 0410 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 4TH day of JUNE
A.D. 19 97 .



Bob Taft
Bob Taft
Secretary of State

TRADEMARK
REEL: 1792 FRAME: 0557

**CERTIFICATE OF MERGER
OF
CYBEREX, INC.
(an Ohio corporation)
INTO
CYBEREX, LLC
(a Delaware limited liability company)**

Cyberex, LLC hereby certifies that:

FIRST: The name and state of formation of each of the constituent entities are Cyberex, Inc., an Ohio corporation and Cyberex LLC, a Delaware limited liability company.

SECOND: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by Cyberex, Inc. and by Cyberex, LLC in accordance with the provisions of Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The name of the surviving limited liability company is Cyberex, LLC.

FOURTH: The surviving limited liability company is a limited liability company of the State of Delaware and the Certificate of Formation of the surviving limited liability company as in force and effect upon the effective date of the merger in the State of Delaware shall be the Certificate of Formation of the surviving limited liability company and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware Limited Liability Company Act.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of Cyberex, LLC at 7171 Industrial Park Blvd., Mentor, Ohio 44060. A copy of the Agreement of Merger will be furnished by Cyberex, LLC on request and without cost to any shareholder of Cyberex, Inc. or any member of Cyberex, LLC.

SIXTH: This Certificate of Merger shall be effective upon the filing in the office of the Secretary of State.

IN WITNESS WHEREOF, Cyberex, LLC has caused this certificate to be signed by its sole member as of the 30th day of May, 1997.

CYBEREX, LLC

By: JOSLYN COMPANY LLC

By: C. Scott Brannan
C. Scott Brannan
Vice President



05893-0410

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

Approved *[Signature]*
Date 6/4/97
Fee 50-

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CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned, corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

CYBEREX LLC

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

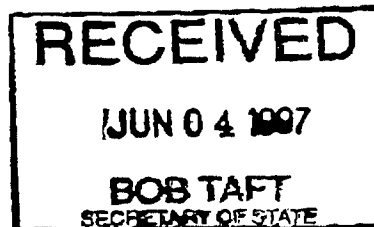
B. **Name change:** As a result of this merger, the name of the surviving entity has been changed to the following: _____

only if the name of surviving entity is changing through the merger

(complete)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

- Domestic (Ohio) corporation
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and **NOT** licensed to transact business in the state of Ohio.
- Domestic (Ohio) limited liability company
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of DELAWARE, and **NOT** registered to do business in the state of Ohio.
- Domestic (Ohio) limited partnership, registration number _____



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- () Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- () Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(if insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)*

Name	State/	Country of Organization	Type of Entity
<u>CYBEREX, INC.</u>	<u>OHIO</u>	<u>CORPORATION</u>	<u>377270</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
_____	<u>7171 INDUSTRIAL PARK BLVD.</u> (street and number) <u>MENTOR, OHIO 44060</u> (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On _____ *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

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V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
<u>CT CORPORATION SYSTEM</u>	<u>815 SUPERIOR AVENUE, N.E. ROOM 1420</u> <small>(complete street address)</small>
	<u>CLEVELAND, OHIO 44114</u> <small>(city, village or township) (zip code)</small>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable term) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

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IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

CT CORPORATION SYSTEM 815 SUPERIOR AVENUE, N.E.
(name) ROOM 1420
(street and number)

CLEVELAND, Ohio 44114
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is CYBEREX LLC
- b. The name under which the limited liability company desires to transact business in Ohio is CYBEREX LLC
- c. The limited liability company was organized or registered on 12-26-96 under the laws of the state/country of DELAWARE
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: 7171 INDUSTRIAL PARK
BLVD., MENTOR, OHIO 44060

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2. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____

- b. The limited partnership was formed on _____
month day year
under the laws of the state/country of _____
- c. The address of the office of the limited partnership in its state/country of organization is _____

- d. The limited partnership's principal office address is _____

- e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

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The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

CYBEREX, INC.

exact name of entity

By: C. S. Branna
Its: VICE PRESIDENT

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

CYBEREX LLC

exact name of entity

By: IQSLYN COMPANY LLC, MEMBER
By: C. S. Branna
Its: VICE PRESIDENT

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signature, a separate sheet should be attached containing such signatures)