

12-10-1998



100915864

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

MA9 12-8-98

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
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership  Association
- Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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.)

12/09/1998 BMEUYEN 00000241 874674

FOR OFFICE USE ONLY

01 FC:481  
02 FC:482

40.00 DP  
175.00 DP

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(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 1824 FRAME: 0504

**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="874,674"/>	<input type="text" value="1,233,393"/>	<input type="text" value="873,350"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="881,233"/>	<input type="text" value="1,182,755"/>	<input type="text" value="835,904"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,388,144"/>	<input type="text" value="438,806"/>	<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.

Mark A. Wright, Esq.

Name of Person Signing

Signature

Date Signed

CERTIFICATE OF MERGER  
OF  
EMICO INCORPORATED  
INTO  
EMICO INSTRUMENTS INC.

\*\*\*\*\*

The undersigned corporation, Emico Instruments Inc., a Delaware corporation,  
DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent  
corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
EMICO INCORPORATED	DELAWARE
EMICO INSTRUMENTS INC.	DELAWARE

SECOND: That a Plan and Agreement of Merger between the parties to the  
merger has been approved, adopted, certified, executed and acknowledged by each of the  
constituent corporations in accordance with the requirements of Section 251 of the General  
Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation in the merger is Emico  
Instruments Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of Emico Instruments Inc., a Delaware corporation, as amended, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: An executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation, and the address of said principal place of business of the surviving corporation is 920 Candia Road, Manchester, New Hampshire 03103.

SIXTH: A copy of the Plan and Agreement of Merger will be furnished on request without cost to any stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger shall be effective upon filing with the Secretary of State of the State of Delaware.

Dated as of February 24, 1995.

ATTEST:

EMICO INSTRUMENTS INC.

BY:

Edgar P. DeVlyder  
Edgar P. DeVlyder,  
Its Secretary

By:

Anthony V. Picone  
Anthony V. Picone,  
Its Vice President

UNANIMOUS WRITTEN CONSENT

OF

SOLE STOCKHOLDER

AND

BOARD OF DIRECTORS

OF

EMICO INCORPORATED

The undersigned, being all of the members of the Board of Directors and the holder of all of the issued and outstanding shares of common stock of Emico Incorporated, a Delaware corporation, (the "Corporation"), do hereby consent to the adoption of the following resolutions pursuant to the provisions of Sections 141(f) and 228, respectively, of the Delaware General Corporation Law:

WHEREAS, the Board of Directors and sole stockholder of the Corporation deem it advisable and in the best interests of the Corporation that it be merged with and into its subsidiary, Emico Instruments Inc. ("Instruments"), a Delaware corporation; now therefore, be it

RESOLVED, that the Board of Directors and sole stockholder of the Corporation hereby authorize and approve the merger of the Corporation with and into Instruments upon substantially the terms and conditions set forth in the Plan and Agreement of Merger presented with this Consent, and in connection therewith, the President, any Vice President and the Secretary of the Corporation are hereby authorized, empowered and directed to execute and deliver a copy of the Plan and Agreement of Merger in substantially the form presented herewith, with such changes, additions and omissions thereto as the officer signing same shall approve; and be it further

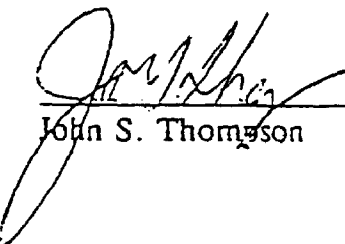
RESOLVED, that in order to give effect to the merger contemplated by the Plan and Agreement of Merger, the President or any Vice President and the Secretary of the

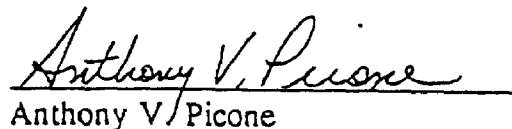
Corporation are hereby authorized, empowered and directed to execute and file on behalf of the Corporation a Certificate of Merger with the Secretary of State of Delaware; and be it further

RESOLVED, that the proper officers of the Corporation are hereby authorized, empowered and directed to take any and all further action and to execute on behalf of the Corporation all additional certificates, agreements, documents and other instruments (including, without limitation, any and all documentation as may be required to withdraw the Corporation's qualification to do business in other jurisdictions) as in the judgment of the officer so acting may be deemed necessary or advisable to effect the intent of the foregoing resolutions and to carry out the Plan and Agreement of Merger and the assignment and conveyance thereunder of all the assets and properties of the Corporation to Instruments.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written

Consent in counterparts this 24<sup>th</sup> day of February, 1995.

  
\_\_\_\_\_  
John S. Thomson

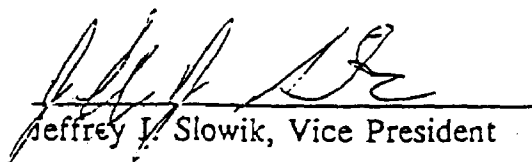
  
\_\_\_\_\_  
Anthony V. Picone

  
\_\_\_\_\_  
Edgar P. DeVyllder

The undersigned sole stockholder of the Corporation then executed this consent:

HAWKER SIDDELEY HOLDINGS INC.

Dated: Feb 24, 1995

By:   
\_\_\_\_\_  
Jeffrey J. Slowik, Vice President

pjivernicinc.com

TRADEMARK  
REEL: 1824 FRAME: 0509

UNANIMOUS WRITTEN CONSENT

OF

SOLE STOCKHOLDER

AND

BOARD OF DIRECTORS

OF

EMICO INSTRUMENTS INC.

The undersigned, being all of the members of the Board of Directors and the holder of all of the issued and outstanding shares of common stock of Emico Instruments Inc., a Delaware corporation, (the "Corporation"), do hereby consent to the adoption of the following resolutions pursuant to the provisions of Sections 141(f) and 228, respectively, of the Delaware General Corporation Law:

WHEREAS, the Board of Directors and sole stockholder of the Corporation deem it advisable and in the best interests of the Corporation that its parent, Emico Incorporated, a Delaware corporation ("Emico") merge with and into the Corporation; now, therefore, be it

RESOLVED, that the Board of Directors and sole stockholder of the Corporation hereby authorize and approve the merger of the Corporation with Emico upon substantially the terms and conditions set forth in the Plan and Agreement of Merger presented with this Consent, and in connection therewith, the President, any Vice President and the Secretary of the Corporation are hereby authorized, empowered and directed to execute and deliver a copy of the Plan and Agreement of Merger in substantially the form presented herewith, with such changes, additions and omissions thereto as the officer signing same shall approve; and be it further

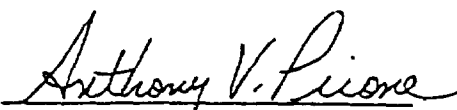
RESOLVED, that in order to give effect to the merger contemplated by the Plan and Agreement of Merger, the

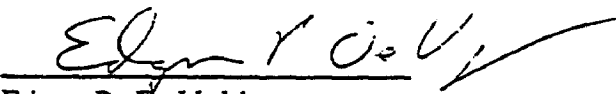
President, any Vice President and the Secretary of the Corporation are hereby authorized, empowered and directed to execute and file on behalf of the Corporation a Certificate of Merger to be filed with the Secretary of State of the State of Delaware; and be it further

RESOLVED, that the proper officers of the Corporation are hereby authorized, empowered and directed to take any and all further action and to execute on behalf of the Corporation all additional certificates, agreements, documents and other instruments (including, without limitation, such documentation as may be required to qualify the Corporation in other jurisdictions) as in the judgment of the officer so acting may be deemed necessary or advisable to effect the intent of the foregoing resolutions and to carry out the Plan and Agreement of Merger and the assignment and conveyance thereunder of all the assets and properties of Emico to the Corporation.

IN WITNESS WHEREOF, the undersigned, have executed this Unanimous Written Consent in counterparts as of the 24<sup>th</sup> day of February, 1995.

  
\_\_\_\_\_  
John S. Thompson

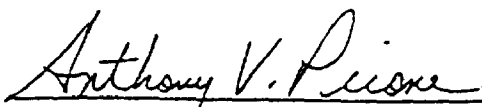
  
\_\_\_\_\_  
Anthony V. Picone

  
\_\_\_\_\_  
Edgar P. DeVlyder

The undersigned sole stockholder of the Corporation then executed this consent:

EMICO INCORPORATED

Dated: February 24, 1995

By:   
\_\_\_\_\_  
Anthony V. Picone, Vice President