

TRADEMARK  
REEL: 1829 FRAME: 0926

STATE of WASHINGTON

COPY



SECRETARY of STATE

*I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,*

hereby certify this certificate that the attached is a true and correct copy of

ARTICLES OF MERGER

of

ROHRBACK CORPORATION

Merged into ROHRBACK COSASCO SYSTEMS, INC. (California corp. not qualified  
in WA)

as filed in this office on June 29, 1990.



Date: December 1, 1998

*Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital*

  
RALPH MUNRO  
Ralph Munro, Secretary of State

200-001

TRADEMARK  
REEL: 1829 FRAME: 0927



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# STATE of WASHINGTON SECRETARY of STATE

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I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

## ARTICLES OF MERGER

of

ROHRBACK CORPORATION

a Washington Profit corporation,

was/were filed for record in this office on the date indicated below.

Merged into ROHRBACK COSASCO SYSTEMS, INC. (California corp. not qualified in WA)

Corporation Number: 600 562 069

Date: June 29, 1990

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

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FILED  
STATE OF WASHINGTON

JUN 29 1990

RALPH MUNRO  
SECRETARY OF STATE

ARTICLES OF MERGER  
of  
ROHRBACK CORPORATION  
into  
ROHRBACK COSASCO SYSTEMS, INC.

\* \* \* \* \*

Pursuant to the provisions of RCW 23A.20.70, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

In consideration of the mutual agreements of Rohrback Cosasco Systems, Inc., a California corporation (the "Surviving Corporation"), and Rohrback Corporation, a Washington corporation (the "Merging Corporation") (with the Surviving Corporation and the Merging Corporation collectively referred to herein as the "Constituent Corporations") the Merging Corporation shall be merged with and into the Surviving Corporation.

The laws of the State under which such foreign corporation is organized permit such merger.

The merger as hereinafter set out was duly adopted by the Board of Directors and approved by the Shareholder of the Merging Corporation in the manner prescribed by the Washington Business Corporation Act, and was approved by the Surviving Corporation in the manner prescribed by the laws of the State of California.

ARTICLE I

In accordance with the provisions of the laws of the State of California, and the laws of the State of Washington, the Merging Corporation shall be merged with and into the Surviving Corporation.

ARTICLE II

The Merger shall become effective upon the filing of this Agreement of Merger with the Secretary of State of California in accordance with the General Corporation Law of California (the "Act"), and with the Secretary of State of Washington in accordance with the Washington Business Corporation Act, (the "Washington Act"). The date when the Merger becomes effective shall be the "Effective Date" of the Merger referred to in this Agreement.

ARTICLE III

The Surviving Corporation has issued and outstanding 1,000 shares of Common Stock, par value \$1 per share, and the Merging Corporation has issued and outstanding 1,000 shares of Common Stock, par value \$1 per share. All of such shares are entitled to vote on the Merger.

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#### ARTICLE IV

The Articles of Incorporation of the Surviving Corporation are not to be amended by virtue of the merger provided for in this Agreement.

#### ARTICLE V

At the Effective Date the directors and officers of the Rohrback Cosasco Systems, Inc. shall be the directors and officers of the Surviving Corporation. Each director and officer shall hold office, subject to the applicable provisions of the Articles of Incorporation and bylaws of the Surviving Corporation, until the next annual stockholders' meeting of the Surviving Corporation and until their successors shall be elected or appointed and shall duly qualify.

#### ARTICLE VI

At the Effective Date the separate existence of the Merging Corporation shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and property of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation, shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation respectively. The Merging Corporation hereby agrees, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

All rights of creditors and all liens upon the property of either said corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

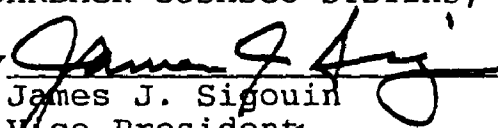
ARTICLE VII

From and after the Effective Date the outstanding shares of the Merging Corporation shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange thereof.

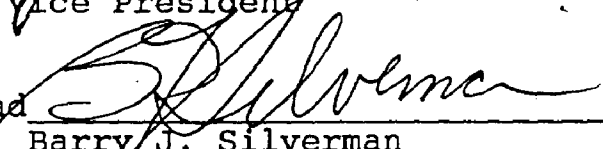
IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed by their respective officers and duly authorized on this 17th day of October, 1989.

ROHRBACK COSASCO SYSTEMS, INC.

By

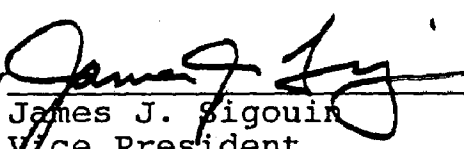
  
James J. Sigouin  
Vice President

And

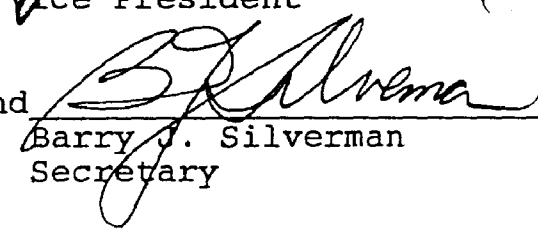
  
Barry J. Silverman  
Secretary

ROHRBACK CORPORATION

By

  
James J. Sigouin  
Vice President

And

  
Barry J. Silverman  
Secretary

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS  
in regards to the merger of  
ROHRBACK CORPORATION  
into  
ROHRBACK COSASCO SYSTEMS, INC.

Pursuant to the merger of Rohrbach Corporation, a Washington corporation with and into Rohrbach Cosasco Systems, Inc., a California corporation, the surviving corporation, Rohrbach Cosasco Systems, Inc. hereby: (a) agrees that it may be served with process in the State of Washington in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) appoints the Secretary of State of Washington as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Washington Business Corporation Act with respect to the rights of dissenting shareholders.

I certify that I am an officer of Rohrbach Cosasco Systems, Inc. and am authorized to execute this document on its behalf.

July 12, 1990

ROHRBACK COSASCO SYSTEMS, INC.

By: 

E. H. Billig  
Vice President

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