

RECORDATION TRADEMARK

01-15-1999



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PARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): MRD 1.4.99
MEASUREX CORPORATION

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of California
 Other _____

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

2. Name and address of receiving party(ies)
Name: HONEYWELL-MEASUREX CORPORATION
Internal Address: _____
Street Address: One Results Way
City: Cupertino State: CA ZIP 95014-5

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 7, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

937552	MEASUREX	1,111676	INFRAND
1,178893	MEASUREX	1,774996	OPTIVIST
1,884739	MXOPEN		

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,
P.O. Box 524
City: Minneapolis State: MN ZIP: 55440-0524

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00
 Enclosed
 Authorized to be charged to deposit account + any other fees which may be required by the paper to Deposit Account No. 08-2727

8. Deposit account number:
08-2727
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Gwen D. Spurrier [Signature] January 4, 1999
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6 + duplicate copy of cover sheet

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HERERY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HONEYWELL ACQUISTION CORP.", A DELAWARE CORPORATION.

WITH AND INTO "MEASUREX CORPORATION" UNDER THE NAME OF "HONEYWELL-MEASUREX CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF MARCH, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2035847 8100M

971074853

AUTHENTICATION:

3362435

TRADEMARK

DATE:

REEL: 1840 FRAME: 0159

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HONEYWELL ACQUISITION CORP.

WITH AND INTO

MEASUREX CORPORATION

**Pursuant to Section 253 of the General
Corporation Law of the State of Delaware**

Honeywell Acquisition Corp., a Delaware corporation (the "Company"), does hereby certify that:

FIRST: The Company owns at least ninety percent (90%) of the outstanding shares of common stock, par value \$.01 per share, of Measurex Corporation, a Delaware corporation ("Measurex"), which is the only class of capital stock of Measurex outstanding.

SECOND: The Board of Directors of the Company has duly adopted resolutions, dated March 4, 1997, authorizing the merger of the Company into Measurex (the "Merger"), pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"). A true copy of such resolutions is annexed hereto as Exhibit A. Such resolutions have not been modified and are in full force and effect on the date hereof.

THIRD: Honeywell Inc. ("Honeywell"), a Delaware corporation and the sole stockholder of the Company, acting by written consent in lieu of a meeting, dated March 4, 1997, pursuant to Section 228(a) of the DGCL, has unanimously approved the Merger pursuant to Section 253(a) of the DGCL.

FOURTH: The corporation surviving the Merger is Measurex (the "Surviving Corporation"). The name of the Surviving Corporation as of the Effective Time (as defined below) shall be "Honeywell-Measurex Corporation".



FIFTH: Pursuant to Section 1.4 of the Agreement and Plan of Merger, dated as of January 26 1997, by and among Honeywell, the Company and Measurex, the Certificate of Incorporation of Measurex shall be amended in its entirety to read as set forth in EXHIBIT B attached hereto and, as so amended, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law and the By-Laws of the Company shall be the By-Laws of the Surviving Corporation until thereafter amended as provided by law, by such Certificate of Incorporation or by such By-Laws.

SIXTH: The Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time").

IN WITNESS WHEREOF, Honeywell Acquisition Corp. has caused this Certificate of Ownership and Merger to be executed in its corporate name this 7th day of March, 1997.

HONEYWELL ACQUISITION CORP.

By: 
Name: Sigurd Ueland
Title: Vice President and Secretary

Attest: 
By: 
Name: George Van Kula
Title: Vice President and Assistant Secretary