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Our Refs: 36808-0001, 0002, 0005 & 0007

01-26-1999

U.S. DEPARTMENT OF COMMERCE
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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
 Change of Name
 Other _____
Effective Date
Month Day Year
8/1/98



01-13-1999

U.S. Patent & TM Office Mail Room

Execution Date
Month Day Year

7/9/98

Conveying Party

Mark if additional names of conveying party

Name Kokusa BTL Corporation

Formerly _____

Individual Association General Partnership Limited Partnership Corporation

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Kokusa Semiconductor Equipment Corporation

DBA AKA I/A _____

Composed of _____

Address (line 1) 25 Esquire Road

Address (line 2) North Billerica, Massachusetts 01862

Address (line 3) _____

Individual Association General Partnership Limited Partnership Corporation
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

Citizenship/State of Incorporation/Organization Delaware

01/22/1999 BUYER 00000263 1813559

01 FC:481
02 FC:482

40.00 OP
75.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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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 (212) 309-6988

Name Kerry A. Krzynowek, Esq.

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP, Attn: TMSU

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036-5869

Pages Enter the total number of pages of the attached conveyance document including any attachments.

3

Trademark Application Number(s) or Registration Number(s)

Trademark Application Number(s)

Registration Number(s)

1,813,859
1,796,890
1,219,809
1,219,810

Number of Properties Enter the total number of properties involved. # 4

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

E
\$ 115

Method of Payment: Enclosed X Deposit Account _____

(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: 15-4520

Authorization to charge additional fees: Yes X 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.

Kerry A. Krzynowek
Name of Person Signing

Kerry A. Krzynowek
Signature

1/13/98
Date Signed

Office of the Secretary of State

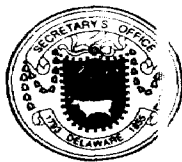
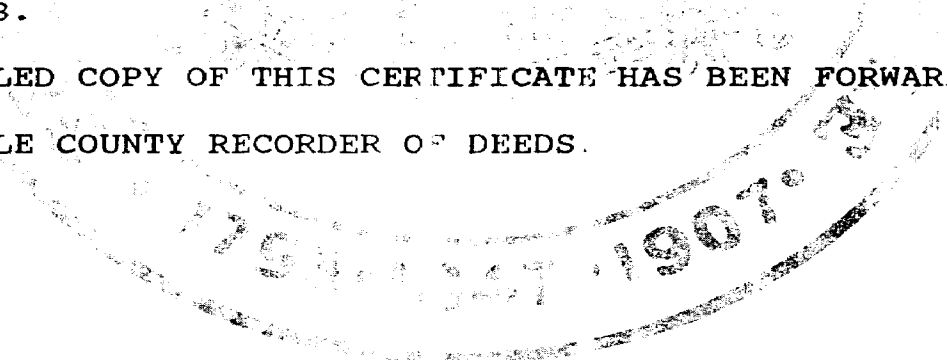
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"KOKUSAI SEMICONDUCTOR EQUIPMENT CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "KOKUSAI FTI CORPORATION" UNDER THE NAME OF "KOKUSAI SEMICONDUCTOR EQUIPMENT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF JULY, A.D. 1998, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF AUGUST, A.D. 1998.

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



Handwritten signature of Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9200222

2288266 8100M

981276361

07-16-98

TRADEMARK REEL: 1844 FRAME: 0024

CERTIFICATE OF MERGER
OF
KOKUSAI SEMICONDUCTOR EQUIPMENT CORPORATION
WITH AND INTO
KOKUSAI BTI CORPORATION
UNDER SECTION 251 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, KOKUSAI BTI CORPORATION, a Delaware corporation ("KBTI"), hereby certifies to the following information relating to the merger of KOKUSAI SEMICONDUCTOR EQUIPMENT CORPORATION, a Delaware corporation ("KSEC"), with and into KBTI (the "Merger").

1. The names and states of incorporation of KBTI and KSEC, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

| <u>Name</u> | <u>State</u> |
|---|--------------|
| Kokusai BTI Corporation | Delaware |
| Kokusai Semiconductor Equipment Corporation | Delaware |

2. The Agreement and Plan of Merger, dated as of July 9, 1998, between KBTI and KSEC and (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation (the "Surviving Corporation") with respect to the Merger is Kokusai BTI Corporation, which shall hereinwith be changed to Kokusai Semiconductor Equipment Corporation, a Delaware corporation.

4. Article "First" of the Certificate of Incorporation of KBTI, as in effect immediately prior to the Merger shall be amended as follows:

"The name of the Corporation is Kokusai Semiconductor Equipment Corporation"

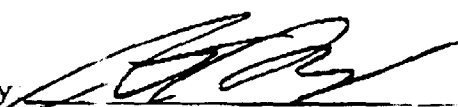
and such certificate of incorporation, as so amended hereby, shall be the certificate of incorporation of the Surviving Corporation until thereafter amended as provided by law and in such certificate of incorporation, as so amended.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is Kokusai Semiconductor Equipment Corporation, 1961 Concourse Drive, Suite C, San Jose, California 95131. A copy of the Merger Agreement will be furnished by the Surviving Corporation without cost, upon the request of any stockholder of the Constituent Corporations.

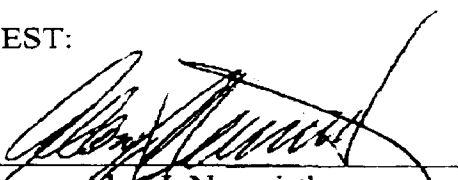
6. The Merger shall become effective on August 1, 1998, at 10:00 a.m. E.S.T

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 9th day of July, 1998.

KOKUSAI BTI CORPORATION,
a Delaware Corporation

By 
Name: Makoto Suzuki
Title Chairman and CEO

ATTEST:

By: 
Name: Alan J. Neuwirth
Title: Secretary