

01-29-1999

1-26-99

TRANSMITTAL OF DOCUMENT FOR RECORD
TRADEMARKS ONLY



To the Commissioner of Patents and Trademarks: Please record the attached

100953705

1. Name of conveying party(ies):
The Munters Corporation

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

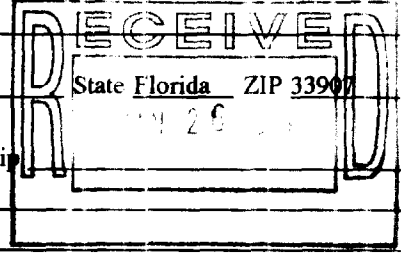
Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
Name: Skega U.S., Inc. (a New York corporation) by change of name The Munters Corporation (a New York corporation)
Street Address: 108 Sixth Street S.E.

City: Fort Myers State Florida ZIP 33907

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State New York
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation 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: 12/22/89

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,112,218

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Fitzpatrick, Cella, Harper & Scinto
30 Rockefeller Plaza
New York, New York 10112-3801

Telephone No.: (212) 218-2100
Facsimile No.: (212) 218-2200

6. Number of applications and registrations involved:
1

7. Total fee (37 CFR 3.41): \$40

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number
06-1205
(Attach duplicate copy of this page if paying by deposit account):

1/28/1999 DMSUYEN 00000229 1112218

FC:481 40.00 DP

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.

Pasquale A. Razzano January 22, 1999
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 12

CSC

CERTIFICATE OF MERGER OF THE MUNTERS CORPORATION
INTO SKEGA U.S., INC. UNDER SECTIONS 904 AND 907
OF THE BUSINESS CORPORATION LAW

SKEGA U.S., INC. and THE MUNTERS CORPORATION hereby certify that:

(1) The name and state of incorporation of each of the Constituent Corporations are:

- (a) SKEGA U.S., INC., a New York corporation; and
- (b) THE MUNTERS CORPORATION, a Delaware corporation.

(2) The name of the Surviving Corporation shall be SKEGA U.S., INC.

(3) The designation and number of outstanding shares of each corporation are:

- (a) SKEGA U.S., INC. - 1,000 shares of Common Stock, all entitled to vote. The number of such shares is not subject to change prior to the effective date of the merger.
- (b) THE MUNTERS CORPORATION - 10 shares of Common Stock, all entitled to vote. The number of such shares is not subject to change prior to the effective date of the merger.

(4) The certificate of incorporation of SKEGA U.S., INC. shall be the certificate of incorporation of the Surviving Corporation. The certificate of incorporation of the Surviving Corporation shall be amended, effective upon the effective date of the merger, to delete Section 1 and substitute the following, so that Section 1 reads in its entirety:

"1. The name of the Corporation is The Munters Corporation."

(5) The effective date of the merger is to be after the close of business, December 31, 1989.

(6) (a) The certificate of incorporation of SKEGA U.S., INC. was filed by the Department of State of the State of New York on October 16, 1980.

(b) The MUNTERS CORPORATION was incorporated in the State of Delaware on February 15, 1965. It has not applied for authority to do business in the State of New York nor does it use a fictitious name in New York pursuant to Article 13 of the New York Business Corporation Law.

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(7) (a) The board of directors of SKEGA U.S., INC. adopted the Plan and Agreement of Merger pursuant to Section 902 of the Business Corporation Law of New York by unanimous written consent on 12/22/89. The sole shareholder of SKEGA U.S., INC. adopted the Plan and Agreement of Merger pursuant to Section 903 of the Business Corporation Law of New York by written consent on 12/22/89.

(b) The board of directors of the MUNTERS CORPORATION adopted a resolution approving the Plan and Agreement of Merger pursuant to Section 251(b) of the General Corporation Law of the State of Delaware by unanimous written consent on 12/22/89. The Plan and Agreement of Merger was submitted to the sole stockholder of THE MUNTERS CORPORATION and adopted by written consent pursuant to Section 251(c) of the General Corporation Law of the State of Delaware on 12/22/89.

IN WITNESS WHEREOF, the undersigned corporations have caused this certificate to be signed and attested on the 22nd day of December, 1989 and affirm that statements made herein are true under the penalties of perjury.

THE MUNTERS CORPORATION

By: [Signature]
Robert P. Thompson, Vice President

By: [Signature]
Brooks Simpson, Secretary

SKEGA U.S., INC.

By: [Signature]
Edmund Shustock, President

By: [Signature]
Robert P. Thompson, Secretary

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0730 12/22/89

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RECORDED
PATENT AND TRADEMARK
OFFICE

JUN 21 1990

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 28 1989

AMT. OF CHECK \$ 80
FILING FEE \$ 60
TAX \$ _____
COUNTY FEE \$ _____
COPY \$ 10
CERT \$ _____
REFUND \$ _____
SPEC HANDLE \$ 10

BY: W
W

CERTIFICATE OF MERGER
OF
THE MINTERS CORPORATION
INTO
SHEGA U.S., INC.

Under Section 904 of the Business Corporation Law

CSO 533940

Filer: THOMAS P. SMITH
Ropes & Gray
One International Place
Boston, MA 02110

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PATENT AND TRADEMARK
OFFICE

JUN 21 1990

DEC 27 4 10 PM '89

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TRADE-MARK

Handwritten notes:
DEC 28 12 50 PM '89
MINTERS CORP
MERGER
OK
37
PR

State of New York }
Department of State } SS

024367

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on


Secretary of State

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