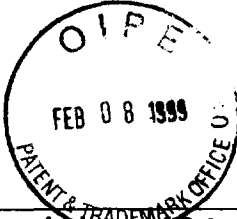


02-11-1999



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2.8.99



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type		Conveyance Type	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____	<input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
		<input checked="" type="checkbox"/> Merger	Effective Date Month Day Year _____
		<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other	_____

Conveying Party Mark if additional names of conveying parties attached

Name: Cottrell Merging Corp. Execution Date: 7 22 98

Formerly: _____

Individual General Partnership Limited Partnership Corporation Association

Other: _____

Citizenship/State of Incorporation/Organization: Colorado

Receiving Party Mark if additional names of receiving parties attached

Name: Metrex Research Corporation

DBA/AKA/TA: _____

Composed of: _____

Address (line 1): 10270 South Progress Way

Address (line 2): P.O. Box 646

Address (line 3): Parker Colorado 80134

City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other: _____

Citizenship/State of Incorporation/Organization: Wisconsin

FOR OFFICE USE ONLY

000007 5 000000 46 00 00 00

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: 1853 FRAME: 0039

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="2149405"/>	<input type="text" value="1385712"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.

Kelly C. Scott, Esq.

Name of Person Signing



Signature

2-2-99

Date Signed

RECEIVED

JUL 23 1998

WISCONSIN
DFI


ARTICLES OF MERGER
OF
COTTRELL MERGING CORP.
INTO
METREX RESEARCH CORPORATION

The undersigned, Metrex Research Corporation, a Wisconsin corporation ("Parent"), desiring to give notice of corporate action effectuating the merger of its wholly-owned subsidiary, Cottrell Merging Corp., a Colorado corporation, ("Subsidiary") into Parent, and acting by its officers and pursuant to Sections 180.1104 and 180.1107 of the Wisconsin Business Corporation Law and Sections 7-111-104 and 7-111-107 of the Colorado Business Corporation Act, hereby certifies the following:

1. Stock Ownership. Parent owns all of the issued and outstanding stock of Subsidiary.
2. Plan of Merger. The Board of Directors of Parent has adopted a Plan of Merger in accordance with Section 180.1104 of the Wisconsin Business Corporation Law. A copy of the Plan of Merger is attached hereto as Exhibit A.
3. Effective Date. The merger shall be effective as of 11:59 p.m. CDT on July 23, 1998.

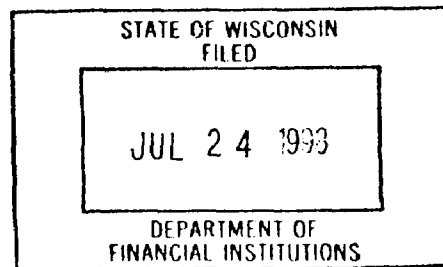
IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Merger to be executed in its name by its Assistant Secretary this 23 day of July, 1998.

METREX RESEARCH CORPORATION

By: 

Gregory D. Waller, Vice President -
Finance & Treasurer

This instrument was drafted by:
Kathryn M. Coates
Quarles & Brady
411 East Wisconsin Avenue
Milwaukee, WI 53202-4497



QBMPK\4208114.1

TRADEMARK
REEL: 1853 FRAME: 0041

**PLAN OF MERGER
OF
COTTRELL MERGING CORP.
INTO
METREX RESEARCH CORPORATION**

WHEREAS, Metrex Research Corporation ("Parent"), a corporation organized and existing under the laws of the State of Wisconsin, owns all of the outstanding shares of stock of Cottrell Merging Corp. ("Subsidiary"), a corporation organized and existing under the laws of the State of Colorado; and

WHEREAS, the Board of Directors of Parent deems it advisable for the general welfare and advantage of Parent and Subsidiary that Subsidiary be merged into Parent;

NOW, THEREFORE, the terms and conditions of the merger of Subsidiary into Parent (the "Merger") are as follows:

ARTICLE I

MERGER; EFFECTIVE TIME

At the Effective Time of the Merger (as hereinafter defined) the separate existence of Subsidiary shall cease and Subsidiary shall be merged into Parent pursuant to Section 180.1104 of the Wisconsin Business Corporation Law and Section 7-111-104 of the Colorado Business Corporation Act. The Effective Time of the Merger shall be 11:59 p.m. CDT on July 23, 1998.

ARTICLE II

SHARES OF PARENT AND SUBSIDIARY

1. Parent Shares. Each share of stock of Parent issued and outstanding or in the treasury of the Parent at the Effective Time of the Merger shall continue to be one such share of the Surviving Corporation.

2. Subsidiary Shares. Each share of stock of Subsidiary issued and outstanding or in the treasury of the Subsidiary shall be retired and canceled at the Effective Time of the Merger, and no shares of stock of the Parent or other consideration shall be issued in exchange therefor.

ARTICLE III

EFFECT OF MERGER

The effect of the Merger shall be as provided in Section 180.1106 of the Wisconsin Business Corporation Law and Section 7-111-106 of the Colorado Business Corporation Act.

ARTICLE IV

FEDERAL INCOME TAX EFFECT

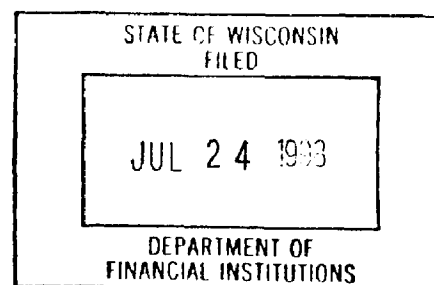
This Plan of Merger is intended to constitute a plan of reorganization within the meaning of the Internal Revenue Code of 1986, as amended.

ARTICLE V

TERMINATION AND ABANDONMENT

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of the Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

* * * * *





STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

COTTRELL MERGING CORP.
(COLORADO CORPORATION)

FILE # 19871362398 WAS FILED IN THIS OFFICE ON January 11, 1979
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: July 23, 1998

Victoria Buckley

SECRETARY OF STATE

Mail to: Secretary of State
Corporations Section
1560 Broadway, Suite 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

For office use only 002

19981134358 C
\$ 40.00
SECRETARY OF STATE
07-23-1998 12:32:06

MUST BE TYPED
FILING FEE: \$25.00
MUST SUBMIT TWO COPIES

**Please include a typed
self-addressed envelope**

FILED - CUSTOMER COPY
VICTORIA BUCKLEY
COLORADO SECRETARY OF STATE
**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is COTTRELL, LTD.

SECOND: The following amendment to the Articles of Incorporation was adopted on JULY 22, 1998
as prescribed by the Colorado Business Corporation Act, in the manner marked with an X below:

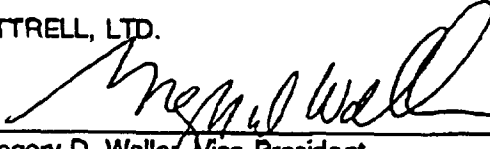

- No shares have been issued or Directors Elected - Action by Incorporators
- No shares have been issued but Directors Elected - Action by Directors
- Such amendment was adopted by the board of directors where shares have been issued and shareholder action was not required.
- Such amendment was adopted by a vote of the shareholders. The number of shares voted for the amendment was sufficient for approval.

THIRD: If changing corporate name, the new name of the corporation is _____

COTTRELL MERGING CORP.

FOURTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: N/A

If these amendments are to have a delayed effective date, please list that date: N/A
(Not to exceed ninety (90) days from the date of filing)

COTTRELL, LTD.
By: 
Gregory D. Waller, Vice President 

Revised 7/95

TRADEMARK
REEL: 1853 FRAME: 0045



STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF
THIS OFFICE, ARTICLES OF MERGER WERE FILED ON JULY 23, 1998
WITH AN EFFECTIVE DATE OF JULY 23, 1998, EVIDENCING THE
MERGER OF

COTTRELL MERGING CORP.
(COLORADO CORPORATION)

INTO

METREX RESEARCH CORPORATION
(WISCONSIN CORPORATION), THE SURVIVOR.

Dated: July 23, 1998

Victoria Buckley

SECRETARY OF STATE

TRADEMARK
REEL: 1853 FRAME: 0046

FILED - CUSTOMER COPY
VICTORIA BUCKLEY
COLORADO SECRETARY OF STATE

**ARTICLES OF MERGER
OF
COTTRELL MERGING CORP.
AND
METREX RESEARCH CORPORATION**

19981134360 C

\$ 75.00
SECRETARY OF STATE
07-23-1998 12:32:07

To the Secretary of State
State of Colorado

Pursuant to the provisions of Sections 7-111-104 and 7-111-107 of the Colorado Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby submit the following Articles of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Colorado is Cottrell Merging Corp.
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Wisconsin, is Metrex Research Corporation.
3. All of the outstanding shares of Cottrell Merging Corp. are of one class, and are owned by Metrex Research Corporation.
4. The Plan of Merger for merging Cottrell Merging Corp. into Metrex Research Corporation, as approved by resolution of the Board of Directors of Metrex Research Corporation, is attached hereto as Exhibit A.
5. Shareholder approval was not required.
6. The merger herein provided for is permitted by the laws of the jurisdiction of organization of Metrex Research Corporation and is in compliance therewith.
7. The address, wherever located, of the principal office of the surviving corporation is:

10270 South Progress Way
P.O. Box 646
Parker CO 80134

8. The effective time and date in the State of Colorado of the merger herein provided for shall be 11:59 p.m. CDT on July 23, 1998. Such effective date complies with Section 7-111-104(5) of the Colorado Business Corporation Act.



Executed on July 22 1998.

METREX RESEARCH CORPORATION

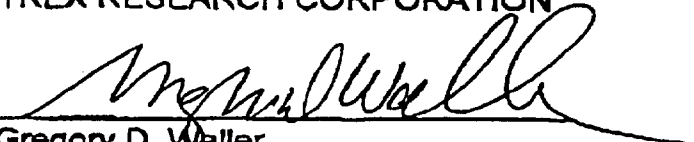
By: 
Gregory D. Waller
Vice President - Finance & Treasurer

Exhibit A

**PLAN OF MERGER
OF
COTTRELL MERGING CORP.
INTO
METREX RESEARCH CORPORATION**

WHEREAS, Metrex Research Corporation ("Parent"), a corporation organized and existing under the laws of the State of Wisconsin, owns all of the outstanding shares of stock of Cottrell Merging Corp. ("Subsidiary"), a corporation organized and existing under the laws of the State of Colorado; and

WHEREAS, the Board of Directors of Parent deems it advisable for the general welfare and advantage of Parent and Subsidiary that Subsidiary be merged into Parent;

NOW, THEREFORE, the terms and conditions of the merger of Subsidiary into Parent (the "Merger") are as follows:

ARTICLE I

MERGER; EFFECTIVE TIME

At the Effective Time of the Merger (as hereinafter defined) the separate existence of Subsidiary shall cease and Subsidiary shall be merged into Parent pursuant to Section 180.1104 of the Wisconsin Business Corporation Law and Section 7-111-104 of the Colorado Business Corporation Act. The Effective Time of the Merger shall be 11:59 p.m. CDT on July 23, 1998.

ARTICLE II

SHARES OF PARENT AND SUBSIDIARY

1. Parent Shares. Each share of stock of Parent issued and outstanding or in the treasury of the Parent at the Effective Time of the Merger shall continue to be one such share of the Surviving Corporation.

2. Subsidiary Shares. Each share of stock of Subsidiary issued and outstanding or in the treasury of the Subsidiary shall be retired and canceled at the Effective Time of the Merger, and no shares of stock of the Parent or other consideration shall be issued in exchange therefor.

ARTICLE III

EFFECT OF MERGER

The effect of the Merger shall be as provided in Section 180.1106 of the Wisconsin Business Corporation Law and Section 7-111-106 of the Colorado Business Corporation Act.

ARTICLE IV

FEDERAL INCOME TAX EFFECT

This Plan of Merger is intended to constitute a plan of reorganization within the meaning of the Internal Revenue Code of 1986, as amended.

ARTICLE V

TERMINATION AND ABANDONMENT

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of the Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

* * * * *

METREX RESEARCH CORPORATION

ACTION OF DIRECTORS IN LIEU OF SPECIAL MEETING

The undersigned, being all of the directors of Metrex Research Corporation, a Wisconsin corporation (the "Corporation"), hereby take the following action and adopt the following resolutions without a meeting and by unanimous written consent pursuant to Section 180.0821 of the Wisconsin Business Corporation Law, to have the same force and effect as if taken and adopted at a special meeting of the Board of Directors of the Corporation:

WHEREAS, this Corporation is the sole shareholder of Cottrell Merging Corp., a Colorado corporation (the "Subsidiary"); and

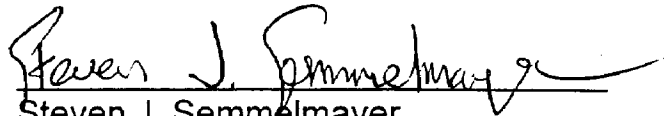
WHEREAS, it has been determined to be advisable and in the best interests of this Corporation to merge the Subsidiary with and into this Corporation, pursuant to Section 180.1104 of the Wisconsin Business Corporation Law, and the applicable provisions of Colorado law;

NOW, THEREFORE, BE IT RESOLVED, that the directors hereby approve the Plan of Merger attached hereto as Exhibit A and by reference made a part hereof, providing for the merger of the Subsidiary with and into this Corporation on the terms contained therein.

FURTHER RESOLVED, that the appropriate officers of this Corporation are hereby authorized and directed to take such further action as they in their discretion shall deem necessary and appropriate to cause the merger referred to in the Plan of Merger to become effective under the laws of the States of Wisconsin and Colorado, including but not limited to executing appropriate Articles of Merger and filing the same in the offices of the Wisconsin Department of Financial Institutions and the Colorado Secretary of State, respectively.

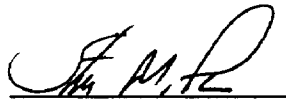
IN WITNESS WHEREOF, the undersigned have executed this consent to be filed
as part of the minutes of the Corporation as of the 22nd day of July, 1998.

DIRECTORS:



Steven J. Semmelmayer

Gregory D. Waller

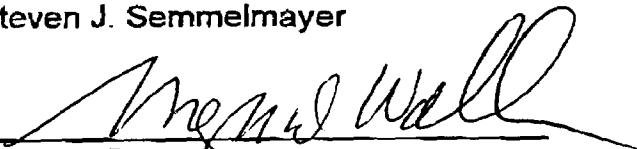


Steven M. Paskin

IN WITNESS WHEREOF, the undersigned have executed this consent to be filed
as part of the minutes of the Corporation as of the 22nd day of July, 1998.

DIRECTORS:

Steven J. Semmelmayr



Gregory D. Waller

Steven M. Paskin

PLAN OF MERGER
OF
COTTRELL MERGING CORP.
INTO
METREX RESEARCH CORPORATION

WHEREAS, Metrex Research Corporation ("Parent"), a corporation organized and existing under the laws of the State of Wisconsin, owns all of the outstanding shares of stock of Cottrell Merging Corp. ("Subsidiary"), a corporation organized and existing under the laws of the State of Colorado; and

WHEREAS, the Board of Directors of Parent deems it advisable for the general welfare and advantage of Parent and Subsidiary that Subsidiary be merged into Parent;

NOW, THEREFORE, the terms and conditions of the merger of Subsidiary into Parent (the "Merger") are as follows:

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ARTICLE II

SHARES OF PARENT AND SUBSIDIARY

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ARTICLE III

EFFECT OF MERGER

The effect of the Merger shall be as provided in Section 180.1106 of the Wisconsin Business Corporation Law and Section 7-111-106 of the Colorado Business Corporation Act.

ARTICLE IV

FEDERAL INCOME TAX EFFECT

This Plan of Merger is intended to constitute a plan of reorganization within the meaning of the Internal Revenue Code of 1986, as amended.

ARTICLE V

TERMINATION AND ABANDONMENT

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of the Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

* * * * *