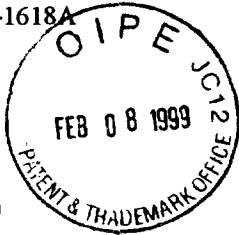


02-11-1999



100964115

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

- 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  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

#### Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
7 22 98

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)   
City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other

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.)

- Citizenship/State of Incorporation/Organization

02/11/1999 SBURNS 00000009 500300 2149405

#### FOR OFFICE USE ONLY

01 FC:481 40.00 CH  
02 FC:482 25.00 CH

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: 0157

**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.

2/2/99

Name of Person Signing

Signature

Date Signed

RECEIVED

JUL 23 1998

WISCONSIN  
DFI

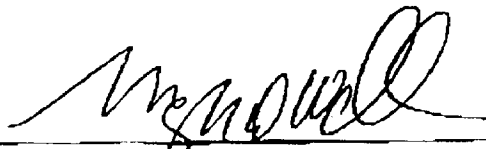
ARTICLES OF MERGER  
OF  
COTTRELL MERGING CORP.  
INTO  
METREX RESEARCH CORPORATION

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:

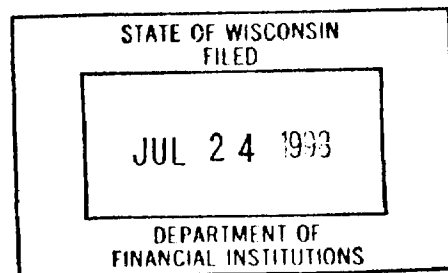
1. Stock Ownership. Parent owns all of the issued and outstanding stock of Subsidiary.
2. Plan of Merger. The Board of Directors of Parent has adopted a Plan of Merger in accordance with Section 180.1104 of the Wisconsin Business Corporation Law. A copy of the Plan of Merger is attached hereto as Exhibit 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 23rd 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



QBMR\4206114.1

TRADEMARK  
REEL: 1853 FRAME: 0159

**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

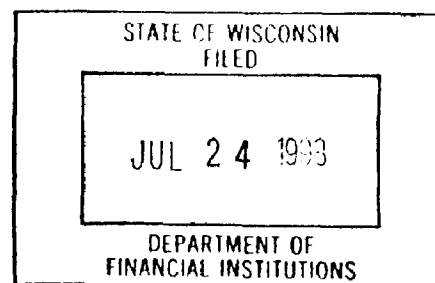
This Plan of Merger is intended to constitute a plan of reorganization within the meaning of the Internal Revenue Code of 1986, as amended.

### 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*  
Gregory D. Waller, Vice President



Revised 7/95

TRADEMARK  
REEL: 1853 FRAME: 0163



# 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: 0164



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

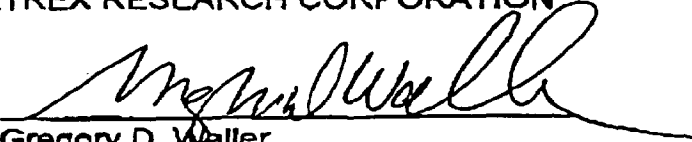
By:   
Gregory D. Waller  
Vice President - Finance & Treasurer

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.

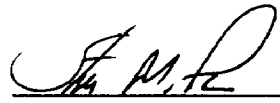
FURTHER RESOLVED, that the appropriate officers of this Corporation are hereby authorized and directed to take such further action as they in their discretion shall deem necessary and appropriate to cause the merger referred to in the Plan of Merger to become effective under the laws of the States of 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

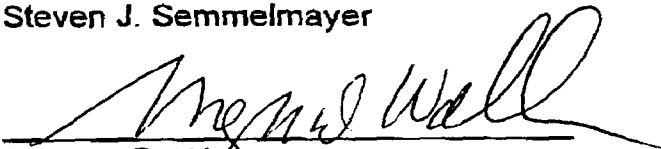
\_\_\_\_\_  
Gregory D. Waller

  
\_\_\_\_\_  
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 22<sup>nd</sup> 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:

**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.

\* \* \* \* \*