

03-22-1999

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To the Honorable Commissioner

attached original documents or copy thereof.

Mrd 3-15-99

1. Name of conveying party(ies):

Spectra-Physics, Inc.

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

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

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: October 17, 1997

2. Name and address of receiving party(ies)

Name: Spectra-Physics Lasers, Inc.

Internal Address:

Street Address: 1335 Terra Bella Avenue

City: Mountain View State: CA ZIP: 94043

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,759,090

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Andrew P. Bridges

Name: Joshua D. Thomas

Internal Address:

Wilson Sonsini Goodrich & Rosati

Professional Corporation

Street Address: 650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

If fee insufficient please charge

8. Deposit account number:

23-2415 Attn: 17958-TM1003

(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.

Joshua D. Thomas

Name of Person Signing

Joshua D. Thomas

Signature

Total number of pages including cover sheet, attachments, and document:

7

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

TRADEMARK REEL: 1871 FRAME: 0390

Vertical stamp: 03/11/1999 Date 01 P:403

State of Delaware
Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"SPECTRA-PHYSICS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SPECTRA-PHYSICS LASERS, INC." UNDER THE NAME OF "SPECTRA-PHYSICS LASERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF OCTOBER, A.D. 1997, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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991092727

AUTHENTICATION: 9619522

DATE: 03-10-99

TRADEMARK
REEL: 1871 FRAME: 0391

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SPECTRA-PHYSICS, INC.

INTO

SPECTRA-PHYSICS LASERS, INC.

* * * * *

Spectra-Physics, Inc., a corporation organized and existing under the laws of Delaware ("SPI"),

DOES HEREBY CERTIFY:

FIRST: That SPI was incorporated on the 25th day of June, 1987, pursuant to the General Corporation Law of the State of Delaware ("DCGL").

SECOND: That SPI owns all of the outstanding shares of the common stock of Spectra-Physics Lasers, Inc. a corporation incorporated on the 9th day of November, 1990 ("SPL"), pursuant to the DCGL.

THIRD: That the sole director of SPI, by the following resolutions duly adopted by written consent pursuant to Section 141(f) of the DCGL on the 10th day of October, 1997, determined to merge itself into SPL:

RESOLVED, that the Board of Directors of the Company deems it advisable and in the best interest of the Company and its sole stockholder that the Company be merged (the "Merger") with and into Spectra-Physics Lasers, Inc., a Delaware corporation ("SPL"), upon the terms and conditions set forth in the Plan of Merger attached hereto as Exhibit A (the "Plan of Merger") and that the Company enter into a Plan of Reorganization with SPL, pursuant to Section 368 of the Internal Revenue Code of 1986, as amended, in the form attached hereto as Exhibit B (the "Plan of Reorganization").

RESOLVED, that the Merger, and the form, terms, and provisions of the Plan of Merger and Plan of Reorganization be, and hereby are, approved and adopted and that the proposed Merger, the Plan of Merger and Plan of Reorganization be submitted for consideration by the sole stockholder of the Company.

RESOLVED, that, upon approval by the sole stockholder of the Merger, the Plan of Merger and Plan of Reorganization, the proper officers of the Company be, and each of them

hereby is, authorized, empowered and directed to perform the Plan of Merger and Plan of Reorganization, and to execute and file with the Office of the Secretary of State of the State of Delaware a Certificate of Ownership and Merger statutorily effecting the merger of the Company with and into SPL.

RESOLVED, that the officers of the Company are hereby authorized to take such additional actions, and to cause to be filed such additional documents, as they may consider necessary or desirable in order to carry out the transactions contemplated by the Plan of Merger and Plan of Reorganization, without further authority or approval by the board of directors of the Company

FOURTH: That the sole stockholder of SPI has approved the merger by written consent pursuant to Section 228 of the DCGL on the 10th day of October, 1997.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of SPI or SPL at any time prior to the date of filing the merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, SPI has caused this Certificate to be signed by John J. Carney
its President, this 10th day of October, 1997.

SPECTRA-PHYSICS, INC.

By: John J. Carney
Name: John J. Carney
Title: President

EXHIBIT A

PLAN OF MERGER

This is a Plan of Merger between SPECTRA-PHYSICS LASERS, INC., a Delaware corporation ("SPL") and SPECTRA-PHYSICS, INC., a Delaware corporation ("SPI") and the sole stockholder of SPL.

1. Merger of SPI into SPL. On the Effective Date (as defined in paragraph 6 below), SPI will merge with and into SPL in accordance with Section 253 of the Delaware General Corporation Law (the "Merger") and the separate existence of SPI will cease. SPL will be the "Surviving Corporation" and will continue its existence under Delaware Law.

2. Certificate of Incorporation and Bylaws of Surviving Corporation. On the Effective Date, the Certificate of Incorporation and Bylaws of SPL will become the Certificate of Incorporation and Bylaws of the Surviving Corporation and will thereafter continue to be its Certificate of Incorporation and Bylaws until changed as provided by law.

3. Directors and Officers of Surviving Corporation. The directors and officers of SPL on the Effective Date will continue as the directors and officers of the Surviving Corporation.

4. Shares. On the Effective Date:

4.1 Each then issued and outstanding share, and each share then held in the treasury, of the common stock, par value \$.01 per share, of SPI will, by virtue of the Merger and without any action on the part of the holder thereof, be converted into an equal number of issued and outstanding shares, or treasury shares, as the case may be, of the common stock, par value \$.01 per share, of the Surviving Corporation.

4.2 Each then issued and outstanding share, and each share then held in the treasury, of the stock of SPL will, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled without conversion or issuance of any shares of stock of the Surviving Corporation with respect thereto.

5. Assets and Liabilities. As a result of the Merger, by operation of law and without further act or deed, on the Effective Date, all of the property, rights, interests and other assets of SPI will be transferred to and vested in SPL and SPL will assume all of the liabilities of SPI.

6. Approval, Filing and Effective Date. After this Plan of Merger has been duly approved in the manner required by law, a Certificate of Ownership and Merger will be executed and filed with the Secretary of State of the State of Delaware. The Merger will be effective (the "Effective Date") upon filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

7. Termination. This Plan may be terminated and the Merger abandoned by action of the board of directors of SPI or SPL at any time before the Effective Date, notwithstanding the approval in the manner set forth in paragraph 6 above.

8. Amendment. This Plan may be amended in any manner at any time before the Effective Date by the mutual consent of the board of directors of SPI and SPL.

EXHIBIT B

PLAN OF REORGANIZATION UNDER SECTION 368 OF THE INTERNAL REVENUE CODE

This is a Plan of Reorganization between Spectra-Physics, Inc., a Delaware corporation ("SPI") and Spectra-Physics Lasers, Inc., a Delaware corporation ("SPL") under Section 368 of the Internal Revenue Code of 1986, as amended.

1. SPI shall merge with and into SPL (the "Merger") in accordance with the Plan of Merger attached hereto as Exhibit A. Pursuant to the Merger, all of the assets of SPI shall be transferred to SPL and all of the liabilities of SPI shall be assumed by SPL.
2. This Plan of Reorganization shall be effective upon adoption by the Board of Directors and stockholders of SPI and SPL.
3. The officers and employees of SPI and SPL are authorized to take such further actions as are necessary and appropriate to implement this Plan of Reorganization.

EXHIBIT A

PLAN OF MERGER

This is a Plan of Merger between SPECTRA-PHYSICS LASERS, INC., a Delaware corporation ("SPL") and SPECTRA-PHYSICS, INC., a Delaware corporation ("SPI") and the sole stockholder of SPL.

1. Merger of SPI into SPL. On the Effective Date (as defined in paragraph 6 below), SPI will merge with and into SPL in accordance with Section 253 of the Delaware General Corporation Law (the "Merger") and the separate existence of SPI will cease. SPL will be the "Surviving Corporation" and will continue its existence under Delaware Law.

2. Certificate of Incorporation and Bylaws of Surviving Corporation. On the Effective Date, the Certificate of Incorporation and Bylaws of SPL will become the Certificate of Incorporation and Bylaws of the Surviving Corporation and will thereafter continue to be its Certificate of Incorporation and Bylaws until changed as provided by law.

3. Directors and Officers of Surviving Corporation. The directors and officers of SPL on the Effective Date will continue as the directors and officers of the Surviving Corporation.

4. Shares. On the Effective Date:

4.1 Each then issued and outstanding share, and each share then held in the treasury, of the common stock, par value \$.01 per share, of SPI will, by virtue of the Merger and without any action on the part of the holder thereof, be converted into an equal number of issued and outstanding shares, or treasury shares, as the case may be, of the common stock, par value \$.01 per share, of the Surviving Corporation.

4.2 Each then issued and outstanding share, and each share then held in the treasury, of the stock of SPL will, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled without conversion or issuance of any shares of stock of the Surviving Corporation with respect thereto.

5. Assets and Liabilities. As a result of the Merger, by operation of law and without further act or deed, on the Effective Date, all of the property, rights, interests and other assets of SPI will be transferred to and vested in SPL and SPL will assume all of the liabilities of SPI.

6. Approval, Filing and Effective Date. After this Plan of Merger has been duly approved in the manner required by law, a Certificate of Ownership and Merger will be executed and filed with the Secretary of State of the State of Delaware. The Merger will be effective (the "Effective Date") upon filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

7. Termination. This Plan may be terminated and the Merger abandoned by action of the board of directors of SPI or SPL at any time before the Effective Date, notwithstanding the approval in the manner set forth in paragraph 6 above.

8. Amendment. This Plan may be amended in any manner at any time before the Effective Date by the mutual consent of the board of directors of SPI and SPL.