

04-30-1999



RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

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MPO 4.23.99

TO THE HON. COMMISSIONER OF PATENTS & TRADEMARKS: PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPIES THEREOF.

<p>1. NAME AND ADDRESS OF CONVEYING PARTY</p> <p>RETICON CORPORATION 910 Benicia Avenue Sunnyvale, California 94086</p> <p>(California Corporation)</p> <p>Additional names of conveying parties attached? No.</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY</p> <p>EG&G HOLDINGS, INC. 45 William Street Wellesley, Massachusetts 02481</p> <p>(Massachusetts Corporation)</p> <p>Additional names of receiving parties attached? No.</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p>Execution Date: <u>July 27, 1998</u></p>	<p>If assignee is not domiciled in the United States, a designation of domestic representative is attached.</p>
<p>4. APPLICATION OR REGISTRATION NUMBER(S)</p> <p>A. Trademark Application Nos.</p> <p>Additional numbers attached? No.</p>	<p>B. Trademark Registration Nos.</p> <p>969,069</p> <p>Additional numbers attached? No.</p>
<p>5. NAME AND ADDRESS OF PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENT SHOULD BE MAILED:</p> <p>TIMOTHY H. HIEBERT SAMUELS, GAUTHIER & STEVENS LLP 225 FRANKLIN STREET, SUITE 3300 BOSTON, MA 02110</p>	<p>6. TOTAL NUMBER OF APPLICATIONS AND REGISTRATIONS INVOLVED: <u>1</u></p> <p>7. TOTAL FEE DUE: \$ <u>40.00</u> (Check enclosed)</p> <p>If any additional fee(s) are due, the Commissioner is hereby authorized to charge the Deposit Account identified in item 8.</p> <p>8. DEPOSIT ACCOUNT NUMBER: <u>19-0079</u></p>

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(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.

Timothy H. Hiebert
Name of Person Signing

Signature

April 20, 1999
Signature Date

10. Total pages: 6

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

AS
052

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 79)

*Consolidation / *merger of

(M) Reticon Corporation *not Reg'd*

(3) EG&G HOLDINGS, INC.

the constituent corporations, into

9 EG&G Holdings, Inc.

*Surviving corporation / *one of the constituent corporations organized under the laws of Massachusetts.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~resulting~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~consolidation~~ / *merger determined pursuant to the agreement of ~~consolidation~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

Close of business July 27, 1998

3. (For a merger)

**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

C
P
M
R.A.

*Delete the inapplicable words.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

12/16/98 (NC)

number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

*(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

*(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

*(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not* a permanent part of the Articles of Organization of the *resulting/ *surviving corporation.

(a) The street address of the ~~resulting~~ / *surviving corporation in Massachusetts is: (post office boxes are not acceptable)
45 William Street, Wellesley, MA 02481

*(f) If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Gregory L. Summe	c/o EG&G, Inc., 45 William St., Wellesley, MA 02481	
Treasurer:	Daniel T. Heaney	10 Hillcrest Road, Reading, MA 01867	
Clerk:	Philip Ayers	5 Acorn Circle, Medfield, MA 02052	
Directors:	Murray Gross	9 Eliot Lane, Weston, MA 02493	
	Philip Ayers	5 Acorn Circle, Medfield, MA 0202	
	John F. Alexander II	16 Liberty Drive, Southboro, MA 01772	

V.P. William C Sullivan 11 Crest Drive, Dover, MA 02030

(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of December

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is: CT Corporation System, 2 Oliver Street, Boston, MA 02109

Below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior... any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified... Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the... General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation... Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to... service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as... Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned ~~President~~ / *Vice President and *Clerk / ~~Assistant Clerk~~ of EG&G Holdings, Inc. a corporation under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 7B.

✓ William C Sullivan, ~~President~~ / *Vice President
Philip Ayers, *Clerk / ~~Assistant Clerk~~

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Andres Buser, Vice President and †† Philip Ayers, Secretary of Reticon Corporation, a corporation organized under the laws of California, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly adopted by such corporation in the manner required by the laws of California

(see attached sheet for signatures)

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

(b) The name, residential address and post office address of each director and officer of the "resulting /" surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	BUSINESS ADDRESS
President:	Gregory L. Summa	c/o EG&G, Inc., 45 William St., Wellesley, MA 02481	
Treasurer:	Daniel T. Heaney	70 Hillcrest Road, Reading, MA 01867	
Clerk:	Philip Ayers	5 Acorn Circle, Medfield, MA 02052	
Directors:	Murray Gross	9 Eliot Lane, Weston, MA 02493	
	Philip Ayers	5 Acorn Circle, Medfield, MA 0202	
	John F. Alexander II	16 Liberty Drive, Southboro, MA 01772	
	William C. Sullivan (VP)	11 Crest Drive, Dover, MA 02030	

(c) The fiscal year end (i.e. tax year) of the "resulting /" surviving corporation shall end on the last day of the month of December

(d) The name and business address of the resident agent, if any, of the "resulting /" surviving corporation is: CT Corporation System, 2 Oliver Street, Boston, MA 02109

Items 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

The "resulting /" surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior violation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the "resulting /" surviving corporation, including the obligations created by General Laws, Chapter 156B, Section 25, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned ~~William C. Sullivan~~ / Vice President and ~~Philip Ayers~~ / Clerk / ~~Assistant Clerk~~ of EG&G Holdings, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of "consolidation /" merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 7.

William C. Sullivan , ~~William C. Sullivan~~ / Vice President

Philip Ayers , Clerk / ~~Assistant Clerk~~

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Andres Buser, Vice President and †† Philip Ayers, Secretary of Reticon Corporation , a corporation organized under the laws of California , further state under the penalties of perjury that the agreement of ~~"consolidation /"~~ "merger has been duly adopted by such corporation in the manner required by the laws of California .

*Delete the inapplicable words. †Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B. ††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Andres Buser

†† Philip Ayers

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SECRETARY OF
THE COMMONWEALTH

THE COMMONWEALTH OF MASSACHUSETTS

98 JUL 27 PM 2:30

ARTICLES OF *CONSOLIDATION / *MERGER

(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of *~~CONSOLIDATION~~ / *Merger and,
the filing fee in the amount of \$ 250 , having been paid,
said articles are deemed to have been filed with me this 27th
day of July , 19 98.

Effective date July 27, 1998

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 4/14/98 CLERK Jmm

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

EG&G Holdings, Inc., c/o Legal Department
45 William Street
Wellesley, MA 02481
Telephone: 781-431-4113