

MRD  
6-18-99



To the Honorable Commissioner

101071884

attached original documents or copy thereof.

1. Name of conveying party(ies):

Photometrics, Ltd.  
Princeton Instruments, Inc.

- Individual
- General 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: **Roper Scientific, Inc.**  
Address: **3440 E. Britannia**  
City: **Tucson** State: **Arizona** ZIP: **85076**

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State of Delaware
- 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
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: May 13, 1997

4(a). Trademark Application No.(s): 75/457,245; 75/473,106

4(b). Trademark Registration No.(s): 2,198,209; 2,205, 455; 1,975,659; 1,919,469; 1,991,855; 1,975,659; 1,840,134; 1,561,690

Additional numbers attached?  Yes  No

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

Name Gregory T. Gronholm, Esq.  
Address: JONES & ASKEW, LLP  
2400 Monarch Tower  
3424 Peachtree Road, N.E.  
Atlanta, Georgia 30326

6. Total number of applications and registrations involved: **10**

7. Total fee (37 CFR 3.41) enclosed: \$ 265.00

**DO NOT USE THIS SPACE**

8. 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*

*I certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, DC 20231, on 6/19/99.*

**Gregory T. Gronholm**

Name of Person Signing

Signature

Date 6/19/99

Attorney Docket No: **18536-6009**

Total number of pages including cover sheet: **5**

06/17/1999 NTHAIL Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks

00000280 75457245

Box Assignments  
Washington, DC 20231

01 FC:481  
02 FC:482

40.00 OP  
225.00 OP

State of Delaware  
Office of the Secretary of State

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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 MERGER, WHICH MERGES:

"PHOTOMETRICS, LTD.", A DELAWARE CORPORATION,

WITH AND INTO "PRINCETON INSTRUMENTS, INC." UNDER THE NAME OF "ROPER SCIENTIFIC, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.



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A handwritten signature in black ink, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9774888

DATE: 05-28-99

TRADEMARK  
REEL: 001915 FRAME: 0488

**CERTIFICATE OF MERGER**

**OF**

**PHOTOMETRICS, LTD.**  
(a Delaware corporation)

**WITH AND INTO**

**PRINCETON INSTRUMENTS, INC.**  
(a Delaware corporation)

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, it is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
  - (i) Photometrics, Ltd., which is incorporated under the laws of the State of Delaware; and
  - (ii) Princeton Instruments, Inc., which is incorporated under the laws of the State of Delaware.
2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is Princeton Instruments, Inc. (the "Surviving Corporation"), which will continue its existence as the Surviving Corporation.
4. The Certificate of Incorporation of the Surviving Corporation shall be amended as of the effective time of the merger such that the first article of the Certificate of Incorporation of Princeton Instruments, Inc. shall be deleted in its entirety and the following substituted in lieu thereof:

"FIRST: The name of the corporation is Roper Scientific, Inc. (the "Corporation")."
5. With the exception of the name change of the Surviving Corporation to Roper Scientific, Inc., the Certificate of Incorporation of the Surviving Corporation shall continue to be the Certificate of Incorporation of the Surviving Corporation

until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.


6. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the Surviving Corporation, the address of which is as follows:

3440 E. Britannia  
Tucson, Arizona 85076

7. A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as  
of this 13<sup>th</sup> day of May, 1998.

**PRINCETON INSTRUMENTS, INC.**

By:   
Name: Martin S. Headley  
Title: Vice President

**PHOTOMETRICS, LTD.**

By:   
Name: N. Will Crocker  
Title: President

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