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U.S. Department of Commerce
Patent and Trademark Office

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Y

To the Honorable Commissioner of Patents

il documents or copy thereof.

1. Name of conveying party(ies):

Name: National Controls Corporation

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

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

2. Name and Address of receiving party(ies)

Name: AMETEK National Controls Corporation

Address: 1725 Western Drive
West Chicago, Illinois 60185

___ Individual(s) citizenship _____

___ Association _____

___ General Partnership _____

___ Limited Partnership _____

_x_ Corporation-State Delaware

____ Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ___ Yes _x_ No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? ___ Yes _x_ No

3. Nature of conveyance: 8-30-99

___ Assignment ___ Merger

___ Security Agreement _x_ Change of Name

___ Other _____

Execution Date: February 26, 1999

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

A. Trademark Application No.(s)

75/612,766

B. Trademark Registration No.(s)

Additional numbers attached? ___ Yes _x_ No

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

William M. Borchard, Esq.
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved: 1

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

_x_ Enclosed

_x_ Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(Attach duplicate copy of this page if paying by deposit account)

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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.

William M. Borchard Esq. — William M. Borchard — 8/27/99

William M. Borchard, Esq. Signature Date

Total number of pages including cover sheet, attachments, and document: 3

Mail to: Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

CXC/CXC/23438/01/376134.1

State of Delaware

Office of the Secretary of State

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 AMENDMENT OF "NATIONAL CONTROLS CORPORATION", CHANGING ITS NAME FROM "NATIONAL CONTROLS CORPORATION" TO "AMETEK NATIONAL CONTROLS CORPORATION", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.

Edward J. Freel, Secretary of State

2304846 8100

991326444

AUTHENTICATION: 9908054

DATE: 08-06-99

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

NATIONAL CONTROLS CORPORATION

NATIONAL CONTROLS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

That the Board of Directors of said Corporation, by unanimous written consent, adopted the following resolution:

RESOLVED: that the Board of Directors hereby declares it advisable and in the best interest of the Corporation that Article FIRST of the Certificate of Incorporation be amended to read as follows:

FIRST: The name of this Corporation shall be:

AMETEK NATIONAL CONTROLS CORPORATION

SECOND: That the amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed by Gustav Kuschewski, its President, and attested by Donna F. Winquist, its Secretary, this 24th day of February, 1999.

Gustav Kuschewski
President

Attested by: Donna F. Winquist
Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/08/1999
991088897 - 2304846

Mar 8 1999 3:41PM CSC