

10-05-1999

R SHEET
LY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

9-28-99

Tab settings □ □ □ ▼



101162171

are attached original documents or copy thereof.

1. Name of conveying party(ies):

Warrick Controls, Inc.

09-28-1999

U.S. Patent & TMO/TM Mail Rpt Dt. #26

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

Name and address of receiving party(ies)

Name: Gems Sensors Inc.

Internal Address:

Street Address: One Cowles Road

City: Plainville

State: CT

ZIP: 06062

- 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

Nature of conveyance:

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

Execution Date: 6/11/99

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

(867,882)	1,117,152
936,997	1,135,604
1,066,435	1,625,714

Additional numbers attached? Yes No

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

Name: Jody H. Drake, Esq.

Internal Address: SHOEMAKER & MATTARE

Suite 1203 Crystal Plaza Bldg. 1

2001 Jefferson Davis Highway

Street Address: P. O. Box 2286

City: Arlington State: VA ZIP: 22202-0286

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

10/04/1999 DNGUYEN 00000215 867882

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 125.00 OP

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.

Jody H. Drake
Name of Person Signing

Jody H. Drake
Signature

Sept. 28, 1999
Date

Total number of pages including cover sheet, attachments, and document: 8

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

TRADEMARK
REEL: 001969 FRAME: 0257

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 MERGER, WHICH MERGES:

"WARRICK CONTROLS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "GEMS SENSORS INC." UNDER THE NAME OF "GEMS SENSORS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

2783156 8100M

991239071

AUTHENTICATION: 9803625

DATE: 06-15-99

TRADEMARK
REEL: 001969 FRAME: 0258

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/14/1999
991239071 - 2783156

CERTIFICATE OF MERGER

OF

WARRICK CONTROLS, INC.

AND

GEMS SENSORS INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

- (i) Warrick Controls, Inc., which is incorporated under the laws of the State of Delaware; and
- (ii) Gems Sensors 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 Gems Sensors Inc., which will continue its existence as the surviving corporation under its present name upon the effective date of the merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Gems Sensors Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the constituent corporations is on file at an office of the surviving corporation, the address of which is as follows:

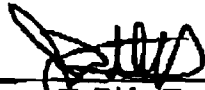
One Cowles Road
Plainville, CT 06062

6. 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 constituent corporations.

7. The effective time of the Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be June 30, 1999.

GEMS SENSORS INC.

Dated: 6/14/99

By: 
James H. Ditkoff
Vice President

AGREEMENT OF MERGER

OF

WARRICK CONTROLS, INC.
(a Delaware corporation)

AND

GEMS SENSORS INC.
(a Delaware corporation)

AGREEMENT OF MERGER approved on June 10, 1999 by Warrick Controls, Inc., a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on June 10, 1999, and approved on June 10, 1999 by Gems Sensors Inc., a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on June 10, 1999.

WHEREAS, Warrick Controls, Inc. is a business corporation of the State of Delaware with its registered office therein located at 1209 Orange Street, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Warrick Controls, Inc. has authority to issue is 10,000, all of which are of one class and of a par value of \$.01 each; and

WHEREAS, Gems Sensors Inc. is a business corporation of the State of Delaware with its registered office therein located at 1209 Orange Street, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Gems Sensors Inc. has authority to issue is 3,000, all of which are of one class and of a par value of \$.01 each; and

WHEREAS, Warrick Controls, Inc. and Gems Sensors Inc. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of the corporations and their respective stockholders to merger Warrick Controls, Inc. with and into Gems Sensors Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of Warrick Controls, Inc. and duly approved by a resolution adopted by the Board of Directors of Gems Sensors Inc., the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Warrick Controls, Inc. and Gems Sensors Inc. shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Gems Sensors Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as the Surviving Corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

The separate existence of Warrick Controls, Inc., which is hereinafter sometimes referred to as the "Terminating Corporation", shall cease at the effective time in accordance with the provisions of the General Corporation Law of the State of Delaware.

2. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation and the Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the Surviving Corporation will be the by-laws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The Directors and officers in office of the Surviving Corporation at the effective time of the merger shall be the members of the first Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation shall, at the effective time of the merger, be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the Terminating Corporation and of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

8. The effective time of the Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be June 30, 1999.

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

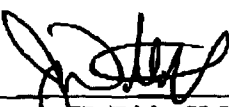
WARRICK CONTROLS, INC.

Dated: 6/16/99

By: 
James H. Ditkoff, Secretary

GEMS SENSORS INC.

Dated: 6/16/99

By: 
James H. Ditkoff, Vice President

SCHEDULE A

U.S. REGISTRATIONS

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
W & Design	867,882	04/08/69
CYBERTONE	936,997	07/04/72
CYBERSONIC	1,066,435	05/24/77
CYBERBLAST	1,117,152	05/01/79
BANSHEE (Stylized)	1,135,604	05/20/80
VAPOR-SAFE	1,625,714	12/04/90

CANADIAN REGISTRATIONS

CYBERBLAST	246,389	06/13/80
BANSHEE	255,813	02/13/81