

RE

11-24-1999

SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



Y

101206498

attached original documents or copy thereof.

To the Honorable Commissioner of

1. Name of conveying party(ies):  
MEASUREX CORPORATION

MRP

11-17-99

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other to correct State of Incorporation
- Merger
- Change of Name

of the conveying party as shown in Record Frame 1840/0158  
Execution Date March 7, 1997

2. Name and address of receiving party(ies)

Name: HONEYWELL-MEASUREX CORPORATION

Internal Address: \_\_\_\_\_

Street Address: One Results Way

City: Cupertino State: CA ZIP: 95014

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

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 Registration No.(s)



11-17-1999

B. Trademark Registration No.(s)

937552	MEASUREX	1,111676	INFRAND
1,178893	MEASUREX	1,774996	OPTIVISION
1,884739	MXOPEN		

U.S. Patent & TMO/TM Mail Rpt Dt. #01

Additional numbers attached?  Yes  No

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

Name David S. Hoiriis

Internal Address: Honeywell Inc.

Street Address: Honeywell Plaza,

P.O. Box 524

City: Minneapolis State: MN ZIP: 55440-0524

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00

Enclosed

Authorized to be charged to deposit account + any other fees which may be required by this paper to Deposit Account No. 08-2727

8. Deposit account number:

08-2727

(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.

David S. Hoiriis  
Name of Person Signing

Signature

11/17/99  
Date

Total number of pages including cover sheet, attachments, and document: 7

+duplicate copy of cover sheet

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignment

Washington, D.C. 20231

TRADEMARK

REEL: 001991 FRAME: 0817

*Office of the Secretary of State*

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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:

"HONEYWELL ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "MEASUREX CORPORATION" UNDER THE NAME OF "HONEYWELL-MEASUREX CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF MARCH, A.D. 1997, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*

*Edward J. Freel, Secretary of State*

2035847 8100M

971074853

AUTHENTICATION:

8362435

DATE:

03-07-97  
TRADEMARK

REEL: 001991 FRAME: 0818

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**HONEYWELL ACQUISITION CORP.**

**WITH AND INTO**

**MEASUREX CORPORATION**

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**Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware**

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Honeywell Acquisition Corp., a Delaware corporation (the "Company"), does hereby certify that:

**FIRST:** The Company owns at least ninety percent (90%) of the outstanding shares of common stock, par value \$.01 per share, of Measurex Corporation, a Delaware corporation ("Measurex"), which is the only class of capital stock of Measurex outstanding.

**SECOND:** The Board of Directors of the Company has duly adopted resolutions, dated March 4, 1997, authorizing the merger of the Company into Measurex (the "Merger"), pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"). A true copy of such resolutions is annexed hereto as Exhibit A. Such resolutions have not been modified and are in full force and effect on the date hereof.

**THIRD:** Honeywell Inc. ("Honeywell"), a Delaware corporation and the sole stockholder of the Company, acting by written consent in lieu of a meeting, dated March 4, 1997, pursuant to Section 228(a) of the DGCL, has unanimously approved the Merger pursuant to Section 253(a) of the DGCL.

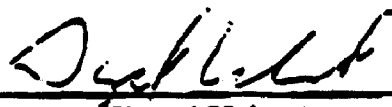
**FOURTH:** The corporation surviving the Merger is Measurex (the "Surviving Corporation"). The name of the Surviving Corporation as of the Effective Time (as defined below) shall be "Honeywell-Measurex Corporation".

**FIFTH:** Pursuant to Section 1.4 of the Agreement and Plan of Merger, dated as of January 26 1997, by and among Honeywell, the Company and Measurex, the Certificate of Incorporation of Measurex shall be amended in its entirety to read as set forth in EXHIBIT B attached hereto and, as so amended, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law and the By-Laws of the Company shall be the By-Laws of the Surviving Corporation until thereafter amended as provided by law, by such Certificate of Incorporation or by such By-Laws.

**SIXTH:** The Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time").

IN WITNESS WHEREOF, Honeywell Acquisition Corp. has caused this Certificate of Ownership and Merger to be executed in its corporate name this 7th day of March, 1997.

HONEYWELL ACQUISITION CORP.

By: 

Name: Sigurd Ueland  
Title: Vice President and Secretary

Attest:  
By: 

Name: George Van Killa  
Title: Vice President and Assistant Secretary