

01-28-2000

Docket No.:

275/00104-2



101253119

Tab settings

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1/14/00

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Galileo Corporation

- Individual(s)
- General Partnership
- Corporation-State
- Other

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies):

Name: NetOptix Corporation

Internal Address: Galileo Park

Street Address: Sturbridge Business Park

City: Sturbridge State: MA ZIP: 01566

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1873645	1942140	2099215
1914137	2025654	1855588
		1942536

Additional numbers attached? Yes No

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

Name: John P. DeLuca

Internal Address: Watson Cole Grindle Watson

1400 K Street, N.W.

10th Floor

Street Address: _____

City: Washington State: DC ZIP: 20005

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

7

7. Total fee (37 CFR 3.41):.....\$ 190.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

23-0575

01/28/2000 DNGUYEN 00000019 1873645

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
150.00 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.

John P. DeLuca

Name of Person Signing

Signature

January 14, 2000

Date

Total number of pages including cover sheet, attachments, and document: 4

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 OWNERSHIP, WHICH MERGES:

"NETOPTIX CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "GALILEO CORPORATION" UNDER THE NAME OF
"NETOPTIX CORPORATION", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 9
O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF
SEPTEMBER, 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

0794892 8100M

991391920

AUTHENTICATION: 9978247

DATE: 09-20-99

TRADEMARK
REEL: 002012 FRAME: 0310

Certificate of Ownership and Merger
of
NetOptix Corporation
(a Delaware Corporation)
into
Galileo Corporation
(a Delaware Corporation)
Under Section 253 of
the Delaware General Corporation Law

It is hereby certified that:

1. Galileo Corporation, a Delaware corporation (hereinafter sometimes referred to as the "Corporation"), is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of NetOptix Corporation, which is also a business corporation of the State of Delaware.
3. On August 20, 1999, the board of Directors of the Corporation adopted the following resolutions to merge NetOptix Corporation into the Corporation pursuant to Section 253 of the Delaware General Corporation Law:

RESOLVED: That NetOptix Corporation be merged into this Corporation, its sole stockholder, pursuant to Section 253 of the Delaware General Corporation Law, and that all of the estate, property, rights, privileges, powers and franchises of NetOptix Corporation be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by NetOptix Corporation in its name.

RESOLVED: That this Corporation shall assume all of the obligations of NetOptix Corporation.

RESOLVED: That this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

RESOLVED: That this Corporation shall change its corporate name to NetOptix Corporation.

RESOLVED: That the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be on September 30, 1999.

RESOLVED: That any officer of the Corporation be, and hereby is, authorized to execute and deliver any and all documents and to take any and all other action as such officer shall deem appropriate to effectuate the purpose of this resolution; and any and all documents and agreements heretofore executed and acts heretofore done to effectuate the purpose of this resolution are hereby in all respects ratified, confirmed and approved as the act or acts of the Corporation.

I, THE UNDERSIGNED, being the Secretary of the Corporation, hereby declare, under penalties of perjury, that this is the act and deed of the Corporation and the facts herein stated are true, and accordingly, I have executed this Certificate of Ownership and Merger as of the 17th day of September, 1999.

Galilco Corporation, a Delaware corporation

By: Josef W. Rokus
Josef W. Rokus, Secretary