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02-24-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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OPR/FINANCE RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Change of Name
- Other

Effective Date
Month Day Year
01/29/1988

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
01/27/1988

Formerly

005331

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

02/23/2000 TTON11 00000146 500300 665331 FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="665331"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

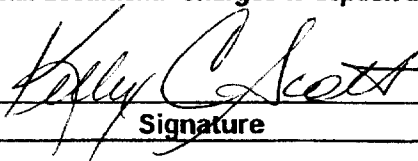
No

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. Charges to deposit account are authorized, as indicated herein.

Kelly C. Scott, Esq.

Name of Person Signing



Signature

1-10-00

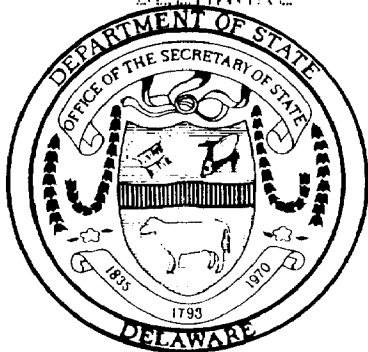
Date Signed



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF OWNERSHIP OF THE "THERMOLYNE HOLDINGS, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING "BARNSTEAD COMPANY" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, "THERMOLYNE CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF IOWA, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JANUARY, A.D. 1988, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE



738033019

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11567677
DATE: 02/01/1988

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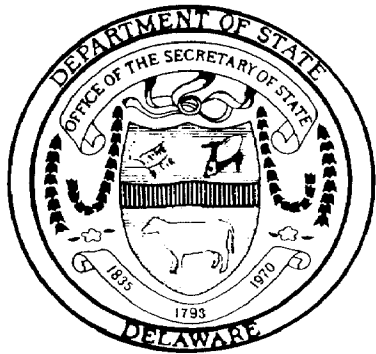
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Office of Secretary of State

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THERMOLYNE HOLDINGS, INC.", HAS RELINQUISHED ITS CORPORATE TITLE AND ASSUMED IN PLACE THEREOF "BARNSTEAD THERMOLYNE CORPORATION"

|||||



738033019

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11567677

DATE: 02/01/1988

UNANIMOUS CONSENT
OF THE BOARD OF DIRECTORS OF
THERMOLYNE HOLDINGS, INC.

January 27, 1988

The undersigned, being all of the directors of Thermolyne Holdings, Inc., a Delaware corporation (the "Company"), pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby consent to, adopt and approve the adoption of the following resolutions and each and every action effected thereby:

1. Merger of Barnstead Company and Thermolyne Corporation into the Company.

WHEREAS, the Company lawfully owns all of the issued and outstanding stock of Barnstead Company, a Delaware corporation ("Barnstead") and Thermolyne Corporation, an Iowa corporation ("Thermolyne"); and

WHEREAS, the Company desires to merge Barnstead and Thermolyne into itself and to be possessed of all the estate, property, rights, privileges and franchises of Barnstead and Thermolyne; BE IT

RESOLVED, that the Company liquidate and merge Barnstead and Thermolyne, its wholly-owned subsidiaries, into itself in accordance with Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"), and assume all of Barnstead's and Thermolyne's liabilities and obligations;

RESOLVED FURTHER, that, in compliance with the General Corporation Law of the State of Delaware, the President, any Vice President, the Secretary, and any Assistant Secretary of the Company be, and hereby are, directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of this Unanimous Consent and to assume the liabilities and obligations of Thermolyne and Barnstead, and to file such Certificate of Ownership and Merger in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County;

RESOLVED FURTHER, that, in compliance with the Iowa Business Corporation Act, the President, any Vice President, the Secretary, and any Assistant

Secretary of the Company be, and hereby are, directed to make, execute and acknowledge the Articles of Merger setting forth (a) the Plan of Liquidation and Merger of Thermolyne into the Company, (b) the number of outstanding shares of each class of Thermolyne and the number of shares of each class owned by the Company, (c) a statement that the Company is the owner of all of the issued and outstanding shares of Thermolyne and that the Company waives the mailing of such Plan of Liquidation and Merger and (d) any and all other information which such officers executing and/or acknowledging such Articles of Merger shall deem necessary, appropriate or advisable, and to file such Articles of Merger in the office of the Secretary of State of Iowa and in the office of the Polk County Recorder;

RESOLVED FURTHER, that the undersigned hereby approve, adopt and authorize the execution of the Plan of Liquidation and Merger of Thermolyne into the Company which is attached hereto and incorporated herein for all purposes and, further, the undersigned hereby approve, adopt and authorize the liquidation of Thermolyne under Section 332 of the Code, as such liquidation is contemplated by such Plan of Liquidation and Merger of Thermolyne into the Company.

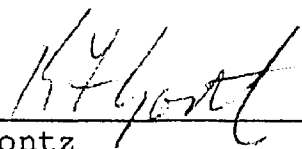
2. Change of Name.

RESOLVED FURTHER, that pursuant to the execution, acknowledgement and filing of the above-described Certificate of Ownership and Merger, the name of the Company be changed to Barnstead Thermolyne Corporation.

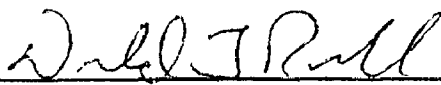
3. General Authorization.

RESOLVED FURTHER, that the President, any Vice President, the Secretary, and any Assistant Secretary of the Company be, and hereby are, authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which such officer shall deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions, with such acts to be conclusive evidence that such officer deemed the same to be necessary, appropriate or advisable.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent as of the date first above written.



Kenneth F. Yontz



Donald G. Rackl



R. Jeffrey Harris

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING BARNSTEAD COMPANY AND
THERMOLYNE CORPORATION INTO
THERMOLYNE HOLDINGS, INC.

January 27, 1988

The undersigned, THERMOLYNE HOLDINGS, INC., a Delaware corporation (the "Company"), pursuant to Section 253 of the Delaware General Corporation Law, does hereby certify the following:

First: The name and state of incorporation of each of the constituent corporations is as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Date of Incorporation</u>
Thermolyne Holdings, Inc.	Delaware	February 6, 1986
Thermolyne Corporation	Iowa	February 6, 1970
Barnstead Company	Delaware	February 6, 1986

Second: The Company owns all of the issued and outstanding shares of common stock of Thermolyne Corporation, an Iowa corporation. The Company also owns all of the issued and outstanding shares of common stock of Barnstead Company, a Delaware corporation.

Third: The laws of the State of Iowa permit a corporation which is organized under the laws of the State of Iowa to merge with a corporation which is organized under the laws of another state.

Fourth: The Mergers contemplated herein were approved and authorized by the Board of Directors of the Company by a Unanimous Written Consent dated January 27, 1988, pursuant to Section 228(a) of the Delaware General Corporation Law, a copy of which is attached hereto as Exhibit A and incorporated herein for all purposes.

Fifth: This Certificate of Ownership and Merger shall be effective upon its filing.

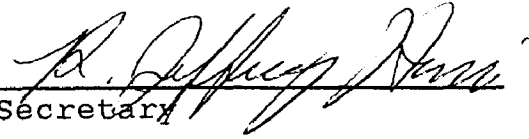
Sixth: The name of the surviving corporation after the effective date of the merger contemplated herein shall be Barnstead Thermolyne Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger as of the date first above written.

THERMOLYNE HOLDINGS, INC.

By: 
Donald G. Rackl
Vice President

Attest


Secretary