

03-20-2000



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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
Effective Date
Month Day Year
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- 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)
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 002036 FRAME: 0828

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)

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.

SAMARA J. COOPER, ESQ.

Name of Person Signing

[Signature]

Signature

2/17/00

Date Signed

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

Edward J. Freel, Secretary of State

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991391920

AUTHENTICATION: 9978247

DATE: 9909

TRADEMARK
REEL: 002036 FRAME: 0830

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