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U.S. Department of Commerce  
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TRADEMARK

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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  
Effective Date  
Month Day Year  
4/29/97
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached  
Execution Date  
Month Day Year  
4/29/97

Name Measurements Group, Inc.

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware Corporation

Receiving Party

Mark if additional names of receiving parties attached

Name Vishay Measurements Group, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 951 Wendell Boulevard

Address (line 2) \_\_\_\_\_

Address (line 3) Wendell North Carolina 27591  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
- 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 Delaware Corporation

FOR OFFICE USE ONLY

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

TRADEMARK  
REEL: 002043 FRAME: 0307

**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.

Larry L. Coats

3-28-00

Name of Person Signing

Signature

Date Signed

State of Delaware  
Office of the Secretary of State

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 AMENDMENT OF "MEASUREMENTS GROUP, INC.", CHANGING ITS NAME FROM "MEASUREMENTS GROUP, INC." TO "VISHAY MEASUREMENTS GROUP, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF JUNE, A.D. 1997, AT 5 O'CLOCK P.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

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AUTHENTICATION: 8497361

DATE: 06-05-97

TRADEMARK  
REEL: 002043 FRAME: 0309

**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
OF  
MEASUREMENTS GROUP, INC.**

The undersigned, being all the directors of MEASUREMENTS GROUP, INC., a Delaware corporation (the "Corporation"), acting by written consent in lieu of a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware do hereby consent to the adoption of, and do hereby adopt, the following resolutions:

**WHEREAS**, the Board of Directors wishes to change the Corporation's name to "Vishay Measurements Group, Inc."

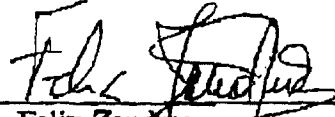
**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Certificate of Amendment to the Certificate of Incorporation attached hereto as Annex A (the "Amendment") by which the name of the Corporation is to be changed to "Vishay Measurements Group, Inc.," be, and hereby is, approved and adopted; and it is further

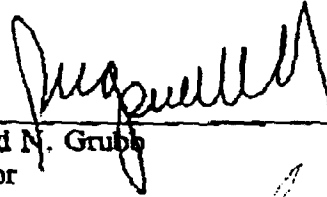
**RESOLVED**, that the Amendment be submitted to the sole stockholder of the Corporation for its approval as soon as possible.

**RESOLVED**, that any officer of the Corporation be, and each hereby is, acting singly, authorized and empowered, in the name and on the behalf of the Corporation, to execute and deliver all such further documents, certificates or instruments, and to take all such further action, as any such officer may deem necessary, proper, convenient or desirable in order to carry out the foregoing resolutions and fully to effectuate the purposes and intents thereof, and that all actions taken by the officers of the Corporation to date, in connection with the foregoing resolutions, or otherwise, are hereby in all respects confirmed, adopted, ratified and approved.

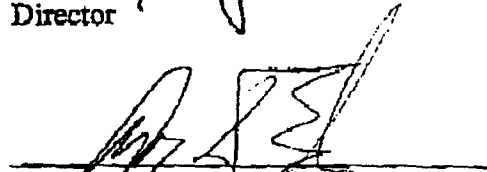
IN WITNESS WHEREOF, the undersigned, being all the directors of the Corporation, have executed this unanimous written consent as of April 29, 1997.



Dr. Felix Zandman  
Chairman of the Board of Directors



Richard N. Grubb  
Director



Avi D. Eden  
Director

**WRITTEN CONSENT  
OF  
THE SOLE STOCKHOLDER  
IN LIEU OF A MEETING  
OF  
MEASUREMENTS GROUP, INC.**

The undersigned, being the Record and beneficial owner of all of the shares of common stock of MEASUREMENTS GROUP, INC., a Delaware corporation (the "Corporation"), acting by written consent in lieu of a meeting pursuant to Section 228 of the General Corporation Law of the State of Delaware does hereby consent to the adoption of, and does hereby adopt, the following resolutions:

**WHEREAS**, the Board of Directors has adopted, subject to stockholder approval, an amendment to the Corporation's Certificate of Incorporation to change the name of the Corporation to "Vishay Measurements Group, Inc."

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the change of the Corporation's name to "Vishay Measurements Group, Inc." be, and hereby is, approved and adopted; and it is further

**RESOLVED**, that the Certificate of Amendment to the Certificate of Incorporation attached hereto as Annex A be, and hereby is, approved and adopted.

**RESOLVED**, that the following persons are hereby elected as the directors of the Corporation as of the date hereof, to hold office until the next annual meeting of the stockholders of the Corporation and until their respective successors are elected and qualified:

Dr. Felix Zandman -- Chairman of the Board of Directors  
Richard N. Grubb  
Avi D. Eden

**RESOLVED**, that any officer of the Corporation be, and each hereby is, acting singly, authorized and empowered, in the name and on the behalf of the Corporation, to execute and deliver all such further documents, certificates or instruments, and to take all such further action, as any such officer may deem necessary, proper, convenient or desirable in order to carry out the foregoing resolutions and fully to effectuate the purposes and intents thereof, and that all actions taken by the officers of the Corporation to date, in connection with the foregoing resolutions, or otherwise, are hereby in all respects confirmed, adopted, ratified and approved.

IN WITNESS WHEREOF, the undersigned, being the sole stockholder of the Corporation, has executed this written consent as of April 29, 1997.

VISHAY INTERTECHNOLOGY, INC.

By: William J. Spices  
Name: William J. Spices  
Title: Vice President & Secretary

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
MEASUREMENTS GROUP, INC.**

**ADOPTED IN ACCORDANCE WITH THE  
PROVISIONS OF SECTION 242 OF THE  
DELAWARE GENERAL CORPORATION LAW**

It is hereby certified that:

1. The present name of the corporation (the "Corporation") is  
Measurements Group, Inc.

2. The Certificate of Incorporation of the Corporation was filed with the  
Secretary of State of Delaware on June 18, 1981.

3. Article 1 of the Certificate of Incorporation of the Corporation is  
hereby amended to read in its entirety as follows:

1. The name of the corporation is Vishay Measurements Group, Inc.

4. The foregoing amendment was declared advisable by the Board of  
Directors of the Corporation pursuant to a resolution duly adopting the amendment on April  
29, 1997, and was duly adopted in accordance with the provisions of Section 242 of the  
Delaware General Corporation Law by the affirmative vote of the sole stockholder of the  
Corporation.



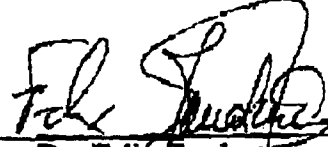
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CT CORPORATION

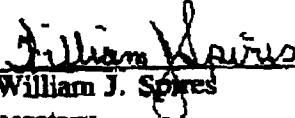
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IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Dr. Felix Zandman, its President, and William J. Spires, its Secretary, this 29<sup>th</sup> day of April, 1997.

MEASUREMENTS GROUP, INC.

By:   
Name: Dr. Felix Zandman  
Title: President

Attest:

  
Name: William J. Spires  
Title: Secretary