

05-02-2000



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

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U.S. Department of Commerce
Patent and Trademark Office
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
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
4/29/97

Conveying Party

Mark if additional names of conveying parties attached

Name Measurements Group, Inc.

Execution Date
Month Day Year
4/29/97

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
- 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

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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

TRADEMARK
REEL: 002062 FRAME: 0863

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="706,626"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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:

#

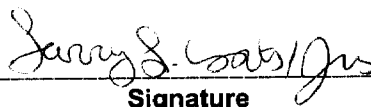
Authorization to charge additional fees:

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.

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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971183243

AUTHENTICATION: 8497361

DATE: 06-05-97

**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

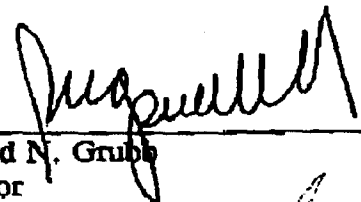
RESOLVED, that the Amendment be submitted to the sole stockholder of the Corporation for its approval as soon as possible.

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.

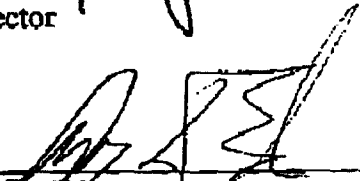
IN WITNESS WHEREOF, the undersigned, being all the directors of the Corporation, have executed this unanimous written consent as of April 29, 1997.



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. Spies
Name: William J. Spies
Title: Vice President & Secretary

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

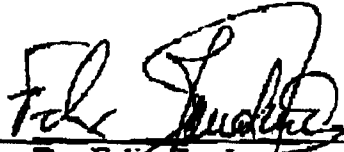
**ADOPTED IN ACCORDANCE WITH THE
PROVISIONS OF SECTION 242 OF THE
DELAWARE GENERAL CORPORATION LAW**

It is hereby certified that:

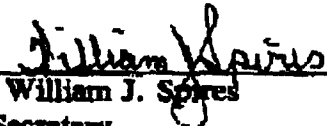
1. The present name of the corporation (the "Corporation") is Measurements Group, Inc.
2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on June 18, 1981.
3. Article 1 of the Certificate of Incorporation of the Corporation is hereby amended to read 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.

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 29th day of April, 1997.

MEASUREMENTS GROUP, INC.

By: 
Name: Dr. Felix Zandman
Title: President

Attest:


Name: William J. Spires
Title: Secretary