

05-04-2000

IEET

Docket No.:

LY



101345402

Tab settings

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

1. Name of conveying party(ies): 4.17.00
Coburn Optical Industries, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Delaware**
 Other _____

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

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

Name: Gerber Coburn Optical, Inc.
Internal Address: _____
Street Address: 83 Gerber Road West
City: South Windsor State: CT ZIP: 06074

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Delaware**
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 30, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,594,882

Additional numbers attached? Yes No

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

Name: Keith W. Medansky, Esq.
Internal Address: Piper Marbury Rudnick & Wolfe

Street Address: P.O. Box 64807

City: Chicago State: IL ZIP: 60664

6. Total number of applications and registrations involved:..... **1**

7. Total fee (37 CFR 3.41):.....\$ \$40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
18-2284

DO NOT USE THIS SPACE

05/03/2000 DC0ATES 00000123 1594882
01 FC:481 **40.00 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.

Keith W. Medansky *Keith W. Medansky* 4-12-00
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **9**

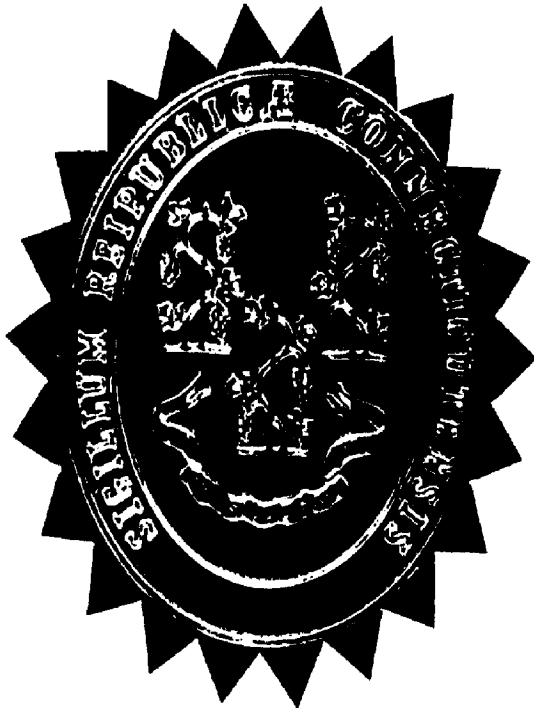
**STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE**

I, **SUSAN BYSIEWICZ**, Secretary of the State of Connecticut, and keeper of the seal thereof,

DO HEREBY CERTIFY that KATHLEEN A HANSEN, was duly appointed and commissioned a NOTARY PUBLIC in and for the State of Connecticut, for the term of December 4, 1996 to December 31, 2001;

and that to his/her acts and attestations as such, full faith and credit are and ought to be given in and out of Court.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State of Connecticut, at Hartford, on **July 21, 1999**.



Susan Bysiewicz

Secretary of the State

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 OWNERSHIP, WHICH MERGES:

"GERBER OPTICAL, INC.", A CONNECTICUT CORPORATION,

WITH AND INTO "COBURN OPTICAL INDUSTRIES, INC." UNDER THE NAME OF "GERBER COBURN OPTICAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1998, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2250723 8100M

981165545

AUTHENTICATION: 9055742

DATE: 04-30-98

TRADEMARK

REEL: 002065 FRAME: 0230

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
GERBER OPTICAL, INC.
INTO
COBURN OPTICAL INDUSTRIES, INC.**

Gerber Optical, Inc., a corporation organized and existing under the laws of the State of Connecticut ("Gerber Optical"), does hereby certify:

First: That Gerber Optical was incorporated on the 1st day of June, 1990, pursuant to the laws of the State of Connecticut, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of the State of Connecticut.

Second: That Gerber Optical owns all of the outstanding shares of common stock of Coburn Optical Industries, Inc., a corporation incorporated on the 28th day of December, 1990, pursuant to the laws of the State of Delaware ("Coburn").

Third: That the Directors of Gerber Optical, adopted the following resolutions of its Board of Directors by unanimous written consent effective April 30, 1998:

RESOLVED that the Company [Gerber Optical] and Coburn Optical Industries, Inc. be merged into each other to form a single corporation.

RESOLVED that the merger of the Company [Gerber Optical] into Coburn Optical Industries, Inc., as described in the Plan/Agreement of Merger, a copy of which is attached hereto, be and it is in all respects affirmed, ratified, approved, and adopted.

RESOLVED that the merger of the Company [Gerber Optical] into Coburn Optical Industries, Inc. shall be effective on April 30, 1998.

RESOLVED that the proper officers of the Company [Gerber Optical] acting alone are, in all respects, authorized, empowered, and directed to execute and deliver such documents and to take such actions as they may deem necessary, convenient, desirable, or appropriate to effect the intent and to accomplish the purposes of the foregoing resolutions.

Fourth: That the proposed merger has been adopted, approved, certified, executed, and acknowledged by Gerber Optical, in accordance with the laws of the State of Connecticut, under which the corporation was organized.

Fifth: The Certificate of Incorporation of Coburn is amended as follows:

Article First: The name of the corporation is Gerber Coburn Optical, Inc.

In Witness Whereof, said Gerber Optical, Inc. has caused this Certificate to be signed by Richard F. Treacy, Jr., its Secretary, this 30th day of April, 1998.

Gerber Optical, Inc.

By Richard F. Treacy, Jr.
Richard F. Treacy, Jr.
Its Secretary

PLAN/AGREEMENT OF MERGER

This Plan/Agreement of Merger, dated and to be effective as of the close of business on the 30th day of April, 1998, pursuant to Section 252 of the General Corporation Law of Delaware, by and between Gerber Optical, Inc., a Connecticut corporation, and Coburn Optical Industries, Inc., a Delaware corporation.

Whereas the Boards of Directors of Coburn Optical Industries, Inc. and Gerber Optical, Inc., by unanimous written consent, have agreed to merge effective April 30, 1998 into a single corporation in accordance with the terms of this Plan/Agreement of Merger; and,

Whereas Gerber Scientific, Inc., the sole shareholder of Gerber Optical, Inc., has approved such merger by written consent effective April 30, 1998; and,

Whereas Gerber Optical, Inc., the sole shareholder of Coburn Optical Industries, Inc., has approved such merger by written consent effective April 30, 1998,

Now Therefore, the parties to this Agreement, in consideration of the mutual covenants, agreements, and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

First: Coburn Optical Industries, Inc. and Gerber Optical, Inc. shall be merged into each other to form a single corporation. The surviving corporation of the merger shall be Coburn Optical Industries, Inc.

Second: Article First of the Certificate of Incorporation of Coburn Optical Industries, Inc., is amended by deleting Article First as it now exists and inserting in lieu thereof a new Article First as follows: Article First: The name of the corporation is Gerber Coburn Optical, Inc.

Third: Each share of common stock of the surviving corporation of the aforesaid merger which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding to and shall be vested in Gerber Scientific, Inc. as the sole shareholder.

Fourth: The terms and conditions of the merger are as follows:

(a) The By-Laws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the By-Laws of the surviving corporation until the same shall be altered, amended, or repealed as therein provided.

(b) The Directors of the surviving corporation shall be:

George M. Gentile
Michael J. Cheshire
Shawn M. Harrington
John Blocha

The Officers of the surviving corporation shall be:

John Blocha	Chairman
Shawn M. Harrington	President
Gary K. Bennett	Treasurer and Assistant Secretary
Richard F. Treacy, Jr.	Secretary

The Directors and Officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and/or until their successors shall have been elected and qualified.

(c) This merger shall be effective on April 30, 1998.

(d) Upon the effective date of the merger all of the rights and tangible and intangible properties of Gerber Optical, Inc. shall be deemed transferred to and shall be vested indefeasibly in the surviving corporation to be named Gerber Coburn Optical, Inc., in accordance with Paragraph Second, above.

(e) Upon the effective date of the merger the surviving corporation to be renamed Gerber Coburn Optical, Inc. in accordance with Paragraph Second, above, may be served with process in the State of Connecticut for enforcement of any existing obligation of Gerber Optical, Inc. as well as for enforcement of any obligation of the surviving corporation arising from the merger, and the surviving corporation does hereby irrevocably appoint the Secretary of State of Connecticut as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Connecticut is Gerber Coburn Optical, Inc., 55 Gerber Road, South Windsor, Connecticut 06074, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Connecticut duplicate copies of

such process, one of which copies the Secretary of State of Connecticut shall forthwith send by registered mail to Gerber Coburn Optical, Inc. at the above address.

In Witness Whereof, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed this 30th day of April, 1998.

Gerber Optical, Inc.

By Richard F. Treacy, Jr.
Richard F. Treacy, Jr.
Its Secretary

Coburn Optical Industries, Inc.

By Richard F. Treacy, Jr.
Richard F. Treacy, Jr.
Its Secretary