

07-03-2000



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7:00 MAY 25 PM 3: 48

GPR/FINANCE

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

5-25-00

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
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

06/30/2000 ASCOTT 00000151 1838231

FOR OFFICE USE ONLY

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40.00 00

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 information to:
Commissioner of Patents and Trademarks Bo: Assignments Washington D.C 20231

TRADEMARK
REEL: 002095 FRAME: 0062

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1838231"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Jennifer H. Hammond

Name of Person Signing



Signature

5/22/2000

Date Signed

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER ("Agreement of Merger") is made and entered into as of the July 12, 1999, by and between JOHNSON COMPONENTS, INC., a Delaware corporation, AIM ELECTRONICS CORPORATION, a Delaware corporation ("AIM"), CAMBRIDGE PRODUCTS CORPORATION, a Delaware corporation ("CAMBRIDGE"), and JORDAN TELECOMMUNICATIONS PRODUCT GROUP - EUROPE, INC., a Delaware Corporation ("JTPGE"). Collectively, Johnson, AIM, Cambridge and JTPGE are referred to herein as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the Board of Directors of the Constituent Corporations believe it is desirable and in the best interests of the corporations to merge with and into Johnson;

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants herein contained and in accordance with the applicable provisions of the General Corporation Law of the State of Delaware, including, but not limited to, Section 251(0 ("Applicable Law"), the parties hereto agree and covenant that AIM, Cambridge and JTPGE shall be merged with and into Johnson, as follows:

1. **Terms and Conditions.** The obligation of AIM, Cambridge, JTPGE and Johnson to effect the merger is subject to the Board of Directors of each of the Constituent Corporations adoption, authorization and approval of the merger and this Agreement of Merger in accordance with Applicable Law.

Upon satisfaction of the above conditions, AIM, Cambridge and JTPGE shall be merged with and into Johnson and Johnson shall continue its corporate existence under the laws of the State of Delaware as the surviving corporation. On the effective date of the merger, the separate existence and corporate organization of AIM, Cambridge and JTPGE shall be terminated and shall cease and Johnson shall assume all of the obligations of the Constituent Corporations.

2. **Mode of Carrying Terms and Conditions Into Effect.** The above terms and conditions shall be carried into effect as follows:

(a) This Agreement of Merger shall be submitted to the Board of Directors of each of the Constituent Corporations for its consideration and subsequent adoption, authorization and approval in accordance with Applicable Law;

(b) Subsequent to the adoption, authorization and approval by the Board of Directors of the Constituent Corporations, the appropriate officers of each Constituent Corporation shall execute, acknowledge and deliver this Agreement of Merger; and

(c) The appropriate officers of Johnson shall execute, acknowledge, certify, record and file a Certificate of Merger, and do all other acts, sign all other documents, and pay all fees in connection with the merger, as required by Applicable Law.

3. AIM has authorized 10,000 shares of common stock. JTP Industries, Inc., a Delaware corporation ("JTP"), is the direct owner of all of the issued and outstanding shares of common stock of AIM.

4. Cambridge has authorized 10,000 shares of common stock. JTP is the direct owner of all of the issued and outstanding shares of common stock of Cambridge.

5. Johnson has authorized 10,000 shares of common stock. JTP is the direct owner of all of the issued and outstanding shares of common stock of Johnson.

6. JTPGE has authorized 10,000 shares of common stock. Old Jordan Telecommunications Product Group, Inc., a Delaware corporation ("Old JTPG") is the direct owner of all of the issued and outstanding shares of common stock of JTPGE. JTP is the direct owner of all of the issued and outstanding shares of common stock of Old JTPG.

7. **No Conversion of Shares.** On the effective date of the merger, the issued and outstanding shares of capital stock of AIM, Cambridge and JTPGE shall thereupon, and without the surrender of stock certificates or any other action, be canceled. On the effective date of the merger, the issued and outstanding shares of capital stock of Johnson shall not be converted, and each share that is issued and outstanding on such date shall continue to represent one issued and outstanding share of Johnson. Each such share shall continue to possess the same rights and limitations as it possessed prior to the effective date of the merger, and no shares of the capital stock of Johnson or securities convertible into such shares shall be issued pursuant to the Agreement of Merger.

Subsequent to the effective date of the merger, AIM, Cambridge and JTPGE shall surrender the certificates evidencing the outstanding shares of capital stock of each corporation to Johnson, or such other agent as shall be appointed by Johnson, for cancellation and inclusion in the respective stock book of AIM, Cambridge and JTPGE.

8. **Articles or Certificate of Incorporation.** The Certificate of Incorporation, Bylaws, Board of Directors and Officers of Johnson in existence or in office immediately prior to the merger shall be the Certificate of Incorporation, Bylaws, Board of Directors and Officers of Johnson, as the surviving corporation, immediately subsequent to the merger.

9. **Effective Time.** The effective time of the merger shall be when the Articles of Merger are filed with the Secretary of State of the state of Delaware in accordance with Applicable Law.

10. **Other Provisions.**

(a) For the convenience of the parties and to facilitate any filing and recording of the Certificate of Merger, any number of counterparts hereof may be executed, each of which shall be deemed to be an original of the Agreement of Merger or such Certificate, as the case may be, but all of which together shall constitute one and the same Agreement of Merger or Certificate, as the case may be

(b) This Agreement of Merger shall be governed by the laws of the State of Delaware as to all matters.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS HEREOF, Johnson, AIM, Cambridge and JTPGE have caused this Agreement of Merger to be executed by their duly authorized officers, respectively, as of the day and year first above written.

AIM ELECTRONICS CORPORATION

By: Harold C. Bevis
Harold C. Bevis, Chief Executive Officer

ATTEST:

G. Robert Fisher
G. Robert Fisher, Assistant Secretary

CAMBRIDGE PRODUCTS CORPORATION

By: Harold C. Bevis
Harold C. Bevis, Chief Executive Officer

ATTEST:

G. Robert Fisher
G. Robert Fisher, Assistant Secretary

JORDAN TELECOMMUNICATIONS PRODUCT GROUP - EUROPE, INC.

By: Harold C. Bevis
Harold C. Bevis, President

ATTEST:

G. Robert Fisher
G. Robert Fisher, Assistant Secretary

The undersigned, Harold C. Bevis, the Chief Executive Officer of Johnson Components, Inc., a Delaware corporation ("Johnson"), hereby certifies that the Agreement of Merger has been adopted pursuant to Section 25 1 (f) of the General Corporation Law of the state of Delaware and the Agreement of Merger (i) does not amend in any respect the Certificate of Incorporation of Johnson, (ii) each share of stock outstanding of Johnson before the effective date of the merger is an identical share of stock of Johnson, with all the same rights and privileges, subsequent to the merger, and (iii) no shares of the common stock or preferred stock of Johnson and no securities or obligations convertible into such shares are to be issued or delivered under the Agreement of Merger.

JOHNSON COMPONENTS, INC.

By: 
Harold C. Bevis, Chief Executive Officer

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 "JOHNSON COMPONENTS, INC.", CHANGING ITS NAME FROM "JOHNSON COMPONENTS, INC." TO "ELECTRONIC CONNECTORS & COMPONENTS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 1999, AT 11:01 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2764752 8100

991310295

AUTHENTICATION: 9894156

DATE: 07-29-99

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
JOHNSON COMPONENTS, INC.**

JOHNSON COMPONENTS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY:

FIRST: Pursuant to written consent of the Board of Directors of JOHNSON COMPONENTS, INC., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

“RESOLVED, That the Certificate of Incorporation of this corporation be and is hereby amended by deleting Article FIRST thereof in its entirety and by substituting in lieu thereof the following:


‘FIRST: The name of the corporation is Electronic Connectors & Components, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a Consent By Stockholders in Lieu of Special Meeting of said corporation was duly created and produced, in accordance with Section 228 of the General Corporation Law of the State of Delaware, on which Consent have been placed signatures representing the necessary number of shares as required by statute in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, JOHNSON COMPONENTS, INC., has caused this certificate to be signed by G. Robert Fisher, its Assistant Secretary, this 26th day of July, 1999.

JOHNSON COMPONENTS, INC.

By: 
G. Robert Fisher, Assistant Secretary

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 "ELECTRONIC CONNECTORS & COMPONENTS, INC.", CHANGING ITS NAME FROM "ELECTRONIC CONNECTORS & COMPONENTS, INC." TO "JORDAN ELECTRONIC CONNECTOR AND COMPONENTS COMPANY", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JULY, A.D. 1999, AT 4:30 O'CLOCK P.M.

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



2764752 8100

991315544

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9897355

08-02-99

TRADEMARK
REEL: 002095 FRAME: 0071

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ELECTRONIC CONNECTORS & COMPONENTS, INC.**

ELECTRONIC CONNECTORS & COMPONENTS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY:

FIRST: Pursuant to written consent of the Board of Directors of ELECTRONIC CONNECTORS & COMPONENTS, INC., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

“RESOLVED, That the Certificate of Incorporation of this corporation be and is hereby amended by deleting Article FIRST thereof in its entirety and by substituting in lieu thereof the following:

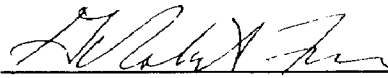
‘FIRST: The name of the corporation is Jordan Electronic Connector and Components Company.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a Consent By Stockholders in Lieu of Special Meeting of said corporation was duly created and produced, in accordance with Section 228 of the General Corporation Law of the State of Delaware, on which Consent have been placed signatures representing the necessary number of shares as required by statute in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, ELECTRONIC CONNECTORS & COMPONENTS, INC., has caused this certificate to be signed by G. Robert Fisher, its Assistant Secretary, this 20th day of July, 1999.

ELECTRONIC CONNECTORS &
COMPONENTS, INC.

By: 
G. Robert Fisher, Assistant Secretary