


TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies): Data Instruments, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State of Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party (ies)</p> <p>Name: <u>Honeywell Data Instruments, Inc.</u> Internal Address: _____ Street Address: <u>100 Discovery Way</u> City: <u>Acton</u> State: <u>MA</u> ZIP: <u>01720</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>November 17, 1998</u></p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s)</p> <p>A. Trademark Application No.(s) None</p>	<p>B. Trademark Registration No. (s) See Attached Schedule</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: _____ Internal Address: _____ _____ Street Address: _____ _____ City: _____ State: _____ ZIP: _____</p>	<p>6. Total number of applications and registrations involved ...<u>4</u>...</p> <p>7. Total fees (37 CFR 3.41).....\$ <u>115</u> -</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>Deposit account number: 01-1125</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>

8. 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.

David A. Cohen  October 6, 2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
Assistant Commissioner for Trademarks
BOX ASSIGNMENTS
2900 Crystal Drive
Arlington, VA 22202-3513

Schedule A**Honeywell Data Instruments, Inc. Trademarks**

Mark	Reg. No.
MYSTR	777,276
TORQUE WATCH	763,889
WATERS	695,572
WATERS	707,193

FROM CORPORATION TRUST-DOVER DE 302-674-8340 (TUE)12. 1 '98 16:01/ST. 15:59/NO. 4260103034 P 2

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 MERGER, WHICH MERGES:

"HONEYWELL CONTROLS COMPANY", A DELAWARE CORPORATION, WITH AND INTO "DATA INSTRUMENTS, INC." UNDER THE NAME OF "HONEYWELL DATA INSTRUMENTS, 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 NOVEMBER, A.D. 1998, AT 4 O'CLOCK P.M.

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

0845149 8100M

981457410

AUTHENTICATION: 9431175

DATE: 12-01-98
TRADEMARK

REEL: 002127 FRAME: 0622

FROM CORPORATION TRUST-DOVER, DE 302-674-8340 (TUE) 12. 1 '98 16:01/ST. 15:59/NO. 4260103034 P 3

11/30/98 15:51 9782649781
11/30/98 15:51 FAX

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS #2
FILED 04:00 PM 11/30/1998
981457410 - 0865149

CERTIFICATE OF MERGER

OF

DATA INSTRUMENTS, INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, the undersigned corporations organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DO HEREBY CERTIFY:**

FIRST: That the name and state of incorporation of each of the constituent corporations are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
1. Honeywell Controls Company	Delaware
2. Data Instruments, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger dated November 17, 1998, among Honeywell Inc., Honeywell Controls Company and Data Instruments, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is Data Instruments, Inc. (the "Surviving Corporation") which corporation's name shall be changed to Honeywell Data Instruments, Inc.

FOURTH: The restated Certificate of Incorporation of the Surviving Corporation shall be amended in its entirety to read as set forth on the attached Exhibit A.

FIFTH: That the executed copy of the Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 100 Discovery Way, Acton, Massachusetts 01720.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

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BRF & G

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FROM CORPORATION TRUST-DOVER, DE 302-674-8340 (TUE) 12-1-98 16:01/ST 15:59/NO 4260103034 P 4

11/30/98 15:38 FAX 9702649701

DATA INSTRUMENTS INC

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003/003

IN WITNESS WHEREOF, the undersigned, being the President of Data Instruments, Inc. does hereby execute this Certificate of Merger and so certify, affirm and acknowledge under penalties of perjury that this is his free act and deed and that the facts stated herein are true, this 30 day of November, 1998.

DATA INSTRUMENTS, INC.

By 
Name: Peter E. Khan, Jr.
Title: President

FROM CORPORATION TRUST-DOVER, DE 302-674-8340

(TUE) 12. 1 '98 16:02/ST. 15:59/NO. 4260103034 P 5

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HONEYWELL DEC

DATA INSTRUMENTS INC

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EXHIBIT A

**RESTATED
CERTIFICATE OF INCORPORATION
OF
DATA INSTRUMENTS, INC.**

1. The name of the corporation (hereinafter called "the corporation") is
HONEYWELL DATA INSTRUMENTS, INC.
2. The registered office of the corporation within the State of Delaware is 1013 Centre Road, Wilmington, New Castle County, 19805. The name of its registered agent at such address is Corporation Service Company.
3. The nature of the business or purpose to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Dollar (\$1.00), amounting in the aggregate to One Thousand Dollars (\$1,000.00).
5. The Board of Directors is authorized to make, alter or repeal the By-Laws of the corporation. Election of directors need not be by written ballot.