

9-11-00

FORM PTO-1594 (Mpdified)
U.S. DEPARTMENT OF COMMERCE
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)



101469635

Patent and Trademark Office

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

1. Name of conveying party(ies):
C & M Corporation of Connecticut
[] Individual(s) [] Association
[] General Partnership [] Change of Name
[X] Corporation -
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [X] No
3. Nature of conveyance:
[] Assignment [X] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date: June 30, 2000

2. Name and address of receiving party(ies)
Name: C&M Technologies Group, Inc.
Internal Address: 51 South Walnut Street
Wauregan, CT 06387
[] Association
[] General Partnership
[] Limited Partnership
[X] Corporation -
[] Other - LLC, State of New York
If assignee is not domiciled in the United States, a domestic Designation is attached [] Yes [X] No
(Designations must be a separate document form)
Additional name(s) & addresses(es) attached? [] Yes [X] No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Serial No. 75/660571
Serial No. 75/660574
B. Trademark Registration No.(s)
Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Thomas M. Sullivan, Esquire
Address: MINTZ, LEVIN, COHN, FERRIS
GLOVSKY and POPEO, P.C.
One Financial Center
Boston, MA 02111

6. Total number of applications and trademarks involved: [2]
7. Total fee (37 CFR 3.41)\$65.00
[X] Enclosed
[X] Should the amount of the enclosed fee be insufficient, the Commissioner is hereby authorized to charge the balance due to the deposit account of the undersigned.
8. Deposit Account No: 50-0311

DO NOT USE THIS SPACE

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.
Thomas M. Sullivan
Signature
Date 9/2/00

Name of Person Signing
Total number of pages including cover sheet, attachments, and document: [4]
Mail to: Box ASSIGNMENT
Commissioner of Patents and Trademarks
Washington, D.C. 20231

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:

"C&M CORPORATION OF CONNECTICUT", A CONNECTICUT CORPORATION, WITH AND INTO "C&M TECHNOLOGIES GROUP, INC." UNDER THE NAME OF "C&M TECHNOLOGIES GROUP, 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 JUNE, A.D. 2000, AT 9:01 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

3253712 8100M

001335742

AUTHENTICATION: 0535053

DATE: 06-30-00

TRADEMARK
REEL: 002145 FRAME: 0627

CERTIFICATE OF MERGER
OF
C&M CORPORATION OF CONNECTICUT
(a Connecticut Corporation)
AND
C&M TECHNOLOGIES GROUP, INC.
(a Delaware Corporation)

It is hereby certified that:

FIRST: The constituent business corporations participating in the merger herein certified are:

- (i) C & M Corporation of Connecticut ("C&M CT"), which is incorporated under the laws of the State of Connecticut; and
- (ii) C&M Technologies Group, Inc. ("C&M DE"), which is incorporated under the laws of the State of Delaware.

SECOND: A Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by C&M CT in accordance with the laws of the state of its incorporation and by C&M DE in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation in the merger herein certified is C&M Technologies Group, Inc. (a Delaware corporation), which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

FOURTH: The Certificate of Incorporation of C&M DE, as now in force and effect shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

FIFTH: The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

C&M Technologies Group, Inc.
51 South Walnut Street
Wauregan, CT 06387

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 06/30/2000
001335742 - 3253712

TRADEMARK
REEL: 002145 FRAME: 0628

CERTIFICATE OF MERGER

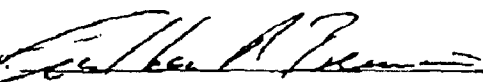
SIXTH: A copy of the aforesaid Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

SEVENTH: The total number of authorized capital stock of C&M CT is 1,173,000 shares, consisting of 1,020,000 shares of voting common stock, \$0.01 par value per share, and 153,000 shares of non-voting common stock, \$0.01 par value per share

EIGHTH: The Agreement and Plan of Merger between the aforesaid constituent corporations provides the merger herein certified shall be effective on June 30, 2000.


Dated: June 30, 2000

C & M CORPORATION OF CONNECTICUT
(a Connecticut corporation)

By: 
Arthur R. Beeman, III
President

Dated: June 30, 2000

C&M TECHNOLOGIES GROUP, INC.
(a Delaware corporation)

By: 
Arthur R. Beeman, III
President

TRADOCs:1265356.1(R4CS01'.DOC)