

05-17-2001

Docket No. 0100.0205-000

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

1. Name of conveying party(ies)
Granville-Phillips Company

5-14-01

- Individual(s)
- General Partnership
- Corporation - Washington
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: December 26, 2000

2. Name and address of receiving party(ies)

Name: Helix Technology Corporation

Internal Address:

Street Address:

Nine Hampshire Street

City Mansfield State: MA ZIP: 02048-9171

- Association
- 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

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)
75/334,856

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: John L. DuPré

Internal Address:

Hamilton, Brook, Smith & Reynolds, P.C.

Street Address: Two Militia Drive

City: Lexington State: MA ZIP: 02421-4799

6. Total number of applications and registrations involved: [1]

7. Total Fee (37 C.F.R. 3.41)..... \$ 40.00

- Enclosed
- Authorized to charge any deficiencies or credit any overpayment to deposit account
- Authorized to be charged to deposit account

8. Deposit account number:

08-0380

(Attach duplicate copy of this page if paying by deposit account)

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.

John L. DuPré

Name of Person Signing

John L. DuPré
Signature

5/8/01
Date

Total number of pages including cover sheet, attachments, and document: 4

CERTIFICATE OF OWNERSHIP AND MERGER

OF

GRANVILLE-PHILLIPS COMPANY

INTO

HELIX TECHNOLOGY CORPORATION

(The Surviving Corporation)

(PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE)

The undersigned officers of Helix Technology Corporation (the "Company"), a corporation incorporated in 1967 pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

1. The Company owns all of the capital stock of Granville-Phillips Company ("Granville-Phillips"), a corporation organized and existing under the laws of the State of Washington.

2. The Directors of the Company, at a meeting held on October 20, 2000, duly adopted the following resolutions:

RESOLVED: That it is advisable and in the best interests of the Corporation that Granville-Phillips Company ("Granville-Phillips"), a Washington corporation and wholly-owned subsidiary of the Corporation, be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware and Section 23B.11.040 of the Washington Business Corporation Act; and that the Plan of Merger between the Corporation and Granville-Phillips presented to this meeting (the "Plan of Merger"), is hereby approved and adopted.

FURTHER RESOLVED: That the President or any Vice President, and the Secretary or any Assistant Secretary or Treasurer of the Corporation are each hereby authorized to execute and file, or cause to be filed, with the Secretary of State of the State of Delaware, under the corporate seal of the Corporation, a Certificate of Merger, to merge Granville-Phillips into the Corporation and assume its liabilities and obligations.

FURTHER RESOLVED: That the President or any Vice President, and the Secretary or any Assistant Secretary of the Corporation are each hereby authorized to execute and file, or cause to be filed, with the Secretary of the State of the

State of Washington, under the corporate seal of the Corporation, Articles of Merger evidencing the merger contemplated by the Plan of Merger.

FURTHER

RESOLVED: That the merger of Granville-Phillips into the Corporation shall be effective as of 12:01 a.m. on January 1, 2001.

FURTHER

RESOLVED: That the officers of the Corporation are each authorized to do all other necessary acts and things to effect said merger.

IN WITNESS WHEREOF, Helix Technology Corporation has caused this Certificate of Merger to be signed and executed by its duly authorized officer, this 26th day of December, 2000.

HELIX TECHNOLOGY CORPORATION
a Delaware corporation

By: Michael El-Hillow
Michael El-Hillow
Senior Vice President and
Chief Financial Officer

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, 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:

"GRANVILLE-PHILLIPS COMPANY", A WASHINGTON CORPORATION, WITH AND INTO "HELIX TECHNOLOGY CORPORATION" UNDER THE NAME OF "HELIX TECHNOLOGY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2000, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1111747

DATE: 05-02-01

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RECORDED: 05/14/2001

TRADEMARK
REEL: 002297 FRAME: 0538