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05-31-2001



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Form PTO-1005 PATENT & TRADEMARKS	REGISTRATION FORM COVER Sheet	U.S. Department of Commerce
1-31-92	TRADEMARKS ONLY	Patent and Trademark Office

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

<p>1. Name of conveying party(ies) Worcester International Corporation (Deleware Corporation) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> Gen'l Partnership <input type="checkbox"/> Ltd. Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other Add'l 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): Worcester Controls Corporation (Deleware Corporation) Internal Address: Street Address: 33 Locke Drive City: Marlborough State: MA Zip: 01752 <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 <input type="checkbox"/> Other</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of name <input type="checkbox"/> Other Execution Date: 11-13-1978</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 (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>4. Application number(s) or registration no(s):</p>	
<p>A. TM Appln No.(s)</p>	<p>B. TM Reg. No.(s) 1,130,680; 750,380; 737,005</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: Name: <u>Connolly Bove Lodge & Hutz</u> Internal Address: <u>P.O. Box 19088</u> Street Address: <u>1990 M Street,</u> <u>N.W.</u> City: <u>Washington</u> State: <u>D.C.</u> Zip: <u>20036</u></p>	<p>6. Total no. of applns and regs. involved <input checked="" type="checkbox"/> 3</p> <p>7. Total fee (37 CFR 3.41).....\$90 <input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to</p> <p>8. Deposit Account No: (Attach duplicate copy of this</p>

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.



Burton A. Amernick
Name of Person Signing

Signature

May 17, 2001
Date

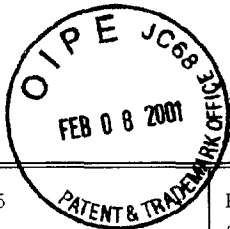
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02-21-2001



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Form PTO-1595	Record Sheet	Department of Commerce
1-31-92 2-8-01	TRADEMARKS ONLY	Patent and Trademark Office

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<p>8. Deposit Account No: (Attach duplicate copy of this</p>	

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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.



Burton A. Amernick
Name of Person Signing

Signature

February 8, 2001
Date

Total number of pages comprising cover sheet: [2]

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State of Delaware
Office of the Secretary of State PAGE 1

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 AMENDMENT OF "WORCESTER INTERNATIONAL CORPORATION", CHANGING ITS NAME FROM "WORCESTER INTERNATIONAL CORPORATION" TO "WORCESTER CONTROLS CORPORATION", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 1978, AT 10 O' CLOCK A.M.



Harriet Smith Windsor

Secretary of State

0855947 8100

010023894

AUTHENTICATION: 0918262

DATE: 01-17-01

TRADEMARK

REEL: 002306 FRAME: 0605

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Worcester International Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "corporation"), DOES HEREBY CERTIFY:

FIRST: That it is a close corporation without a board of directors, as authorized by Subchapter XIV of the General Corporation Law of the State of Delaware, and that SW (Delaware), Inc., its sole stockholder ("SW"), has, on its behalf, by written consent filed with the minutes of the corporation adopted a resolution proposing and declaring advisable an amendment to the Certificate of Incorporation of the corporation and that such resolution is set forth in its entirety as follows:

RESOLVED: That SW deems it advisable to change the name of the corporation and that Article 1 of the Certificate of Incorporation of the corporation is therefore amended hereby so that, as amended, said Article shall read in its entirety as follows:

1. The name of the corporation is Worcester Controls Corporation.

SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Worcester International Corporation has caused this certificate to be signed by *Charles W. Dugg*, its *Vice - President* and attested by *John F. Conroy* its *ASSISTANT SECRETARY* this *21* day of November, 1978.

ATTEST:

WORCESTER INTERNATIONAL CORPORATION



By:

Charles W. Dugg
VICE PRESIDENT

John F. Conroy
ASSISTANT SECRETARY

TRADEMARK

RECORDED: 02/08/2001

REEL: 002306 FRAME: 0606