

05-31-2001



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Form PTO-1595	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.

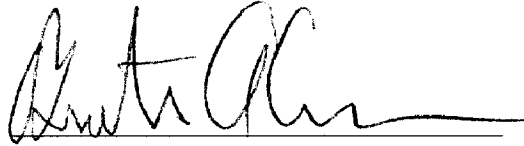
1. Name of conveying party(ies) Worcester Controls Corporation (Massachusetts Corporation), <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> Gen'l Partnership <input type="checkbox"/> Ltd. Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other Add'l name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> NO	2. Name and address of receiving party(ies): Worcester International Corporation (Delaware 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
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of name <input type="checkbox"/> Other Execution Date:	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
4. Application number(s) or registration no(s):	
A. TM Appln No.(s)	B. TM Reg. No.(s) 1,130,680; 750,380; 737,005
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 State: D.C.</u> Zip: <u>20036</u>	6. Total no. of applns and regs. involved [3] 7. Total fee (37 CFR 3.41).....\$90 <input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to
8. Deposit Account No: (Attach duplicate copy of this	

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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

Total number of pages comprising cover sheet: [10]

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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 OWNERSHIP, WHICH MERGES:

"WORCESTER CONTROLS CORPORATION", A MASSACHUSETTS CORPORATION,

WITH AND INTO "WCC CORP." UNDER THE NAME OF "WORCESTER INTERNATIONAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1978, AT 3 O'CLOCK P.M.



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Harriet Smith Windsor

Secretary of State

AUTHENTICATION: 0918261

DATE: 01-17-01

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

WORCESTER CONTROLS CORPORATION

INTO

WCC CORP.

WCC CORP., a corporation organized and existing under the laws of Delaware, does hereby certify:

FIRST: That this corporation was incorporated on the 20th day of June, 1978, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of WORCESTER CONTROLS CORPORATION, a corporation incorporated on the 16th day of January, 1967, pursuant to the Business Corporation Law of The Commonwealth of Massachusetts.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent dated as of the 25th day of September, 1978, determined to merge into itself said WORCESTER CONTROLS CORPORATION:

RESOLVED: That WCC CORP. merge, and it hereby does merge into itself said WORCESTER CONTROLS CORPORATION, and assumes all of its obligations; and

FURTHER RESOLVED: That the merger shall be effective at 5:00 p.m. on September 30, 1978 or at such later time and date as this Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware; and

FURTHER RESOLVED: That the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolu-

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tions to merge said WORCESTER CONTROLS CORPORATION and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and

FURTHER RESOLVED: That this corporation change its corporate name by changing Article One of the Certificate of Incorporation of this corporation to read as follows:

ARTICLE 1: The name of the corporation is WORCESTER INTERNATIONAL CORPORATION.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be terminated and abandoned by the Board of Directors of WCC CORP. at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said WCC CORP. has caused this certificate to be signed by John C. Cahill, its Executive Vice President, and attested by Daniel S. Kaplan, its Assistant Secretary, this 27th day of September, 1978.

Attest: WCC CORP.

By: 
Daniel S. Kaplan
Assistant Secretary

By: 
John C. Cahill
Executive Vice President

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