

08-20-2001



Form PTO-1594

U.S. DEPARTMENT OF COMMERCE

(Rev. 03/01)

U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

101815531

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

1. Name of conveying party(ies): 6-5-01
 Microtouch Systems, Inc.

Individuals(s) Association
 General Partnership Limited Partnership
 Corporation-State : Massachusetts
 Other

Additional names of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: 3M Microtouch Systems, Inc.
 Internal
 Address:
 Street Address: 300 Griffin Brook Park Drive
 City: Methuen State: MA Zip: 01844

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State : Massachusetts
 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 names of receiving party(ies) attached? Yes No

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: February 12, 2001

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

A. Trademark Application No.(s)			B. Trademark Registration No.(s)		
75/637,176	76/051,675	76/051,397	1,655,462	2,211,202	1,282,227
76/051,395	76/051,399	76/051,398	2,328,974	2,262,116	1,759,133
76/051,396	75/760,943	75/640,288	1,606,236	1,342,230	1,340,275
75/357,340	76/185,901		2,422,767		

Additional number(s) attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Susan J. Losinski
 Internal Address: OIPC, Bldg. 220-11W-01
 Street Address: 3M Center, 2501 Hudson Road
 City: St. Paul State: MN Zip: 55119

6. Total number of applications and registrations involved: 21

7. Total fee (37 CFR 3.41) \$540.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number:
13-3723
 (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.

Michelle M. Michel 6-1-01
 Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner for Patents & Trademarks, Box Assignments,
Washington, DC 20231

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

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ARTICLES OF ~~CONSOLIDATION~~ *MERGER (General Laws, Chapter 156B, Section 78)

~~xxxxxx~~ / *merger of

Equinox Acquisition, Inc.
MicroTouch Systems, Inc.

the constituent corporations, into

MicroTouch Systems, Inc.

~~xxxxxx~~ / *one of the constituent corporations.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~xxxxxx~~ merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 78, and will be kept as provided by Subsection (d) thereof. The ~~xxxxxx~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~xxxxxx~~ / *merger determined pursuant to the agreement of ~~xxxxxx~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)
**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

See Continuation Sheet 34 attached hereto.

C
P
M
R.A.

6

*Delete the inapplicable word. **If there are no provisions state "None".
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

Article 3A
The Articles of Organization of MicroTouch Systems, Inc. are amended as follows:

FIRST, Article 1 is deleted in full and replaced by the following:

Article I

The exact name of the corporation is: 3M MicroTouch Systems, Inc.

SECOND, Articles 3-6 are deleted in full and replaced by the following:

Article III

State the total number of shares and par value of each class of stock which the corporation is authorized to issue: 200,000 shares of Common Stock, \$.01 par value per share.

Article IV

[Intentionally deleted]

Article V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are: none.

Article VI

Article 6A. LIMITATION OF LIABILITY OF DIRECTORS

1. No director of this corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that this Article shall not eliminate or limit any liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 61 or 62 of the Massachusetts Business Corporation Law, or (iv) with respect to any transaction from which the director derived an improper personal benefit.

2. No amendment or repeal of this Article shall adversely affect the rights and protection afforded to a director of this corporation under this Article for acts or omissions occurring prior to such amendment or repeal.

Article 6B. TRANSACTIONS WITH INTERESTED PERSONS

1. Unless entered into in bad faith, no contract or transaction by this corporation shall be void, voidable or in any way affected by reason of the fact that it is with an Interested Person.

2. For the purposes of this Article, "Interested Person" means any person or organization in any way interested in this corporation whether as an officer, director, stockholder, employee or otherwise, and any other entity in which any such person or organization or this corporation is in any way interested.

3. Unless such contract or transaction was entered into in bad faith, no Interested Person, because of such interest, shall be liable to this corporation or to any other person or organization for any loss or expense incurred by reason of such contract or transaction or shall be accountable for any gain or profit realized from such contract or transaction.

4. The provisions of this Article shall be operative notwithstanding the fact that the presence of an Interested Person was necessary to constitute a quorum at a meeting of directors or stockholders of this corporation at which such contract or transaction was authorized or that the vote of an Interested Person was necessary for the authorization of such contract or transaction.

Article 6C. STOCKHOLDERS' MEETINGS

Meetings of stockholders of this corporation may be held anywhere in the United States.

Article 6D. AMENDMENT OF BY-LAWS

The By-Laws may provide that the Board of Directors as well as the stockholders may make, amend or repeal the By-Laws of this corporation, except with respect to any provision thereof which by law, by these Articles or by the By-Laws requires action by the stockholders.

Article 6E. ACTING AS A PARTNER

This corporation may be a partner in any business enterprise which it would have power to conduct by itself.

... corporation is to engage in the following business activities:

(b) State the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue:

WITHOUT PARVALUE		WITH PARVALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

***If there are no provisions, state "None"*

...in item 4 is not a permanent part of the Articles of Organization of the ~~surviving~~ surviving

(a) The street address of the ~~surviving~~ / *surviving corporation in Massachusetts is: (post office boxes are not acceptable)
300 Griffin Brook Park Drive, Methuen, Massachusetts 01844

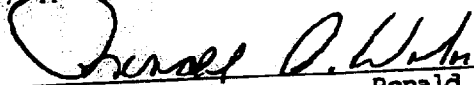
(b) The name, residential address, and post office address of each director and officer of the ~~surviving~~ / *surviving corporation is:


NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Ronald A. Weber	5200 Larada Lane, Edina MN	55346
Treasurer: Janet L. Yeomans	1617 Tamberwood Trail, Woodbury, MN	55125
Clerk: Peggy Kubicz Hall	N8006 State Road 65, River Falls, WI	54022
Directors: Ronald A. Weber	5200 Larada Lane, Edina, MN	55436
Peggy Kubicz Hall	N8006 State Road 65, River Falls, WI	54022
Andrew H. Wong	15038 113th Street North, Stillwater, MN	55082

(c) The fiscal year (i.e. tax year) of the ~~surviving~~ / *surviving corporation shall end on the last day of the month of
December


(d) The name and business address of the resident agent, if any, of the ~~surviving~~ / *surviving corporation is:
CT Corporation System, 101 Federal Street., Suite 300, Boston, MA 02110

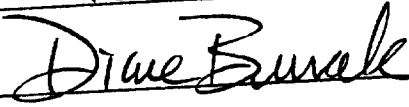
The undersigned officers of the several constituent corporations listed above further state under the penalties of perjury as to their respective corporations that the agreement of ~~surviving~~ / *merger has been duly executed on behalf of such corporation and duly approved by the stockholders of such corporation in the manner required by General Laws, Chapter 156B, Section 78.


_____, *President / ~~XXXXXXXXXX~~
Ronald A. Weber


_____, *Clerk / ~~XXXXXXXXXX~~
Peggy Kubicz Hall

of Equinox Acquisition, Inc.
(Name of constituent corporation)


_____, *President / ~~XXXXXXXXXX~~
D Westervelt Davis


_____, *Clerk / ~~XXXXXXXXXX~~
Dore Burak

of MicroTouch Systems, Inc.
(Name of constituent corporation)

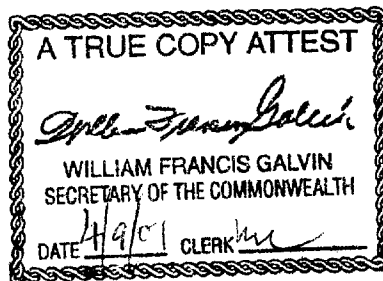
*Delete the inapplicable words.

THE COMMONWEALTH OF MASSACHUSETTS
ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 78)

I hereby approve the within Articles of ~~INCORPORATION~~ *Merger and
the filing fee in the amount of \$ 250 -, having been paid.
said articles are deemed to have been filed with me this 12th
of February 2001

Effective date: _____

William Francis Galvin
WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Daniel P. Adams, Esq.

Goodwin Procter LLP

Exchange Place, Boston, MA 02109

Telephone 617-570-1966

SECRETARY OF THE
COMMONWEALTH
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CORPORATION DIVISION