

07-03-2001

T

Docket No.:



Y

Tab settings

101767991

To the Honorable Commissioner of Patents and Trademarks, please receive the attached original documents or copy thereof.

1. Name of conveying party(ies):
Spectra International LLC

6.18.01

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other LLC

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: MKS Instruments, Inc.

Internal Address: _____ JUN 18

Street Address: Six Shattuck Road

City: Andover State: MA ZIP: 01810

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Massachusetts
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 31, 2000

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

A. Trademark Application No.(s)

75/830,825
75/854,489

Additional numbers Yes No

B. Trademark Registration No.(s)

2,286,265
2,309,951

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

Name: Toby H. Kusmer

Internal Address: McDermott, Will & Emery

Street Address: 28 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved:..... 4

7. Total fee (37 CFR 3.41):.....\$ \$115.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

50-1133

DO NOT USE THIS SPACE

(Faint stamp and handwritten notes)

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.

Toby H. Kusmer _____ June , 2001

Name of Person Signing
Signature
Date

The Commonwealth of Massachusetts

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

ARTICLES OF *CONSOLIDATION/*MERGER
(General Laws, Chapter 156B, Section 79)

2000 OCT 27 11 00
CORPORATION DIVISION
SECRETARY OF THE

~~CONSTITUTION~~ merger of

Spectra International, LLC

MKS Instruments, Inc.

limited liability company
the constituent ~~corporations~~ into

MKS Instruments, Inc.

~~new corporation~~ / one of the constituent corporations organized under the laws of the Commonwealth of Massachusetts

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

1. An agreement of ~~consolidation~~ / merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The *resulting / *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 ~~consolidation~~ / merger determined pursuant to the agreement of *consolidation / *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:

October 31, 2000

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:

None

(For a consolidation)

By The purpose of the resulting corporation is to engage in the following business activities:

*Delete the inapplicable words.

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.

Examiner

C
F
M
R.A.

(For a consolidation)

(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 PAR VALUE		WITH PAR VALUE		
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:

Item 4 below may be deleted if the ~~resulting~~/surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not a permanent* part of the Articles of Organization of the ~~resulting~~/surviving corporation.

(a) The street address of the ~~resulting~~/surviving corporation in Massachusetts is: (post office boxes are not acceptable)

Six Shattuck Road
Andover, MA 01810

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

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

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Peter R. Younger		c/o MKS Instruments, Inc. Six Shattuck Road Andover, MA 01810
Treasurer:	William P. Donlan	(Same P.O. Address as Mr. Younger)	
Clerk:	Richard S. Chute		c/o Hill & Barlow, One International Place, Boston, MA 02110
Directors:	John R. Bertucci		Same as above (MKS)
	Richard S. Chute		Same as above (Hill & Barlow)
	Owen Robbins		199 County Drive Weston, MA 02193
	Robert J. Therrien		c/o Brooks Automation 15 Elizabeth Drive Chelmsford MA 01824
	Louis P. Valente		44 Concord Road Weston, MA 02193

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

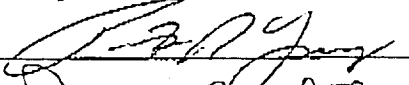

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:
None

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

~~IF THE RESULTING / SURVIVING CORPORATION IS ORGANIZED UNDER THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS FOR ANY PERIOD OF TIME, THE RESULTING / SURVIVING CORPORATION SHALL BE SUBJECT TO THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, INCLUDING CHAPTER 187, AND ANY OBLIGATIONS HEREIN INCURRED BY THE RESULTING / SURVIVING CORPORATION, INCLUDING THE OBLIGATION CREATED BY GENERAL LAWS, CHAPTER 156B, SECTION 78, AS IF SUCH OBLIGATIONS WERE INCURRED BY THE CORPORATION IN THE COMMONWEALTH OF MASSACHUSETTS, AND IT HEREBY IRREVOCABLY REQUESTS THE SECRETARY OF THE COMMONWEALTH TO ACCEPT SERVICE OF PROCESS IN ANY ACTION FOR THE ENFORCEMENT OF ANY SUCH OBLIGATION, INCLUDING TAXES, IN THE SAME MANNER AS PROVIDED IN CHAPTER 187.~~

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / ~~Vice President~~ and *Clerk / ~~Assistant Clerk~~ of MKS Instruments, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

_____, *President / ~~Vice President~~
_____, *Clerk / ~~Assistant Clerk~~

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Peter R. Younger and †† Richard S. Chute, of Spectra International LLC, a corporation organized under the laws of California, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly adopted by such corporation in the manner required by the laws of California.

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† same as above
†† same as above

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ _____, having been paid,
said articles are deemed to have been filed with me this _____
day of _____.

Effective date _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

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

Nicole R. Gill
Hale and Dorr LLP
60 State St.

Boston, MA 02109

Telephone: (617) 526-6000

SCHEDULE A

<u>Application/Registration No.</u>	<u>Filing/Issue Date</u>	<u>Mark</u>	<u>Docket No.</u>
2,286,265	October 12, 1999	VAC-CHECK	56231-243 (MKS/TM-32)
2,309,951	January 18, 2000	RESIST-TORR	56231-244 (MKS/TM-33)
75/830,825	October 26, 1999	PR INDEX	56231-246 (MKS/TM-35)
75/854,489	November 22, 1999	OPTIWARE	56231-247 (MKS/TM-36)