

08-14-2001



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101811452

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

1. Name of conveying party(ies):

Flow Automation Inc.

08/06/01

- Individual(s)
- General Partnership
- Corporation - State of Texas
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: July 30, 2001 12:03 P.M.

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

Name: Thermo Process Instruments, L.P.

Internal Address: _____

Street Address: 9303 West Sam Houston Parkway, South

City: Houston State: Texas ZIP: 77099-5298

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership Texas

Corporation-State _____

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No (s).

B. Trademark registration No.(s)

1,800,491

Additional numbers attached? Yes No

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

Name: William D. Wiese

Jenkins & Gilchrist, a Professional Corporation

Internal Address: _____

Street Address: 1445 Ross Avenue, Suite 3200

City: Dallas State: Texas Zip: 75202-2799

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):

\$ 40.00

Enclosed

Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number:

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

8/13/2001 ANMED1 00000080 1800491

DO NOT USE THIS SPACE

FC1481

40.00 GP

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.

William D. Wiese
Name of Person Signing

Signature

8/2/01
Date

Total number of pages comprising cover sheet:

1



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

FLOW AUTOMATION INC.
A Texas Corporation

converting to

THERMO PROCESS INSTRUMENTS, L.P.
A Texas Limited Partnership

have been received in this office and found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Filed: JULY 24, 2001

Effective: JULY 30, 2001 at 12:03AM



Henry Cuellar
Secretary of State

TRADEMARK
REEL: 002347 FRAME: 0868

ARTICLES OF CONVERSION
OF
FLOW AUTOMATION INC.
(A Texas Corporation)
INTO
THERMO PROCESS INSTRUMENTS, L.P.
(A Texas Limited Partnership)

FILED
In the Office of the
Secretary of State of Texas

JUL 24 2001

Corporations Section

Pursuant to the provisions of Article 5.18 of the Texas Business Corporation Act (the "Act"), the undersigned, FLOW AUTOMATION INC., a Texas corporation, adopts the following Articles of Conversion for the purpose of converting, into THERMO PROCESS INSTRUMENTS, L.P., a Texas limited partnership, and hereby certifies as follows:

FIRST: Flow Automation Inc. (the "Converting Entity") is a business corporation formed under the laws of the state of Texas.

SECOND: Thermo Process Instruments, L.P. (the "Converted Entity") will be a limited partnership formed under the laws of the state of Texas. The Certificate of Limited Partnership of the Converted Entity is attached hereto as Exhibit "A".

THIRD: A Plan of Conversion (the "Plan") has been adopted and approved by unanimous written consent of the shareholders of the Converting Entity entitled to vote thereon.

FOURTH: An executed Plan is on file at the principal place of business of the Converting Entity, at 9303 W. Sam Houston Parkway S., Houston, Texas 77099-5298. An executed Plan will be on file, from and after the conversion, at the principal place of business of the Converted Entity, at 9303 W. Sam Houston Parkway S., Houston, Texas 77099-5298.

FIFTH: A copy of the Plan will be furnished by the Converting Entity (prior to the conversion) or the Converted Entity (after the conversion), on written request and without cost, to any shareholder of the Converting Entity or any partner of the Converted Entity.

SIXTH: The Converting Entity's total number of shares outstanding and entitled to vote is 1,000 shares of common stock.

SEVENTH: The Converted Entity will be responsible for the payment of all fees and franchise taxes which may be owed by the Converting Entity and the Converted Entity will be obligated to pay such fees and franchise tax if the same are not timely filed.

EIGHTH: The effective date of this conversion shall be 12:03 a.m. CDT on July 30, 2001.

FLOW AUTOMATION INC.


By: 
Larry Quick, President

EXHIBIT A
CERTIFICATE OF LIMITED PARTNERSHIP
OF CONVERTED ENTITY

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THERMO PROCESS INSTRUMENTS, L.P.

1. The name of the limited partnership is Thermo Process Instruments, L.P.
2. The address of the registered office in the State of Texas is 9303 W. Sam Houston Parkway S., Houston, Texas 770919-5298, and the name of the registered agent at such address is William J. Zolner.
3. The location of the principal office in the United States where records are kept is 9303 W. Sam Houston Parkway S., Houston, Texas 770919-5298.

4. The name, mailing address and street address of the sole General Partner is as follows:

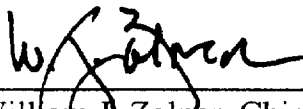
Thermo Process Instruments GP, LLC
22001 North Park Drive
Kingwood, Texas 77339

5. The Partnership is being converted from Flow Automation Inc., a Texas corporation (the "**Converting Entity**"), filed in the Office of the Texas Secretary of State on June 26, 1996, and assigned the filing number 0140537200. The principal address of the Converting Entity is 9303 W. Sam Houston Parkway S., Houston, Texas 770919-5298.

6. The converted or created entity is being created pursuant to the plan of conversion.

7. The effective date of filing this Certificate shall be 12:03 a.m. CDT on
EXECUTED this 20th day of July, 2001. July 30, 2001.

THERMO PROCESS INSTRUMENTS GP, LLC,
a Delaware limited liability company

By: 

William J. Zolner, Chief Executive Officer