

09-06-2001



RECORDATION FORM COVER SHEET
U.S. Department of Commerce
Patent and Trademark Office
TRADEMARKS ONLY

D

Trademarks: Please record the attached original documents or copy thereof.

To th

101834779

1. Name of conveying party(ies):
New Vision Systems, Inc. 9-7101

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

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

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

Name: New Vision Microelectronic Manufacturing Systems, Inc.
Internal Address: _____

Street Address: 350 Massachusetts Avenue
City: Cambridge State: Massachusetts ZIP: 02139

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - Delaware
 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 name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment X Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 1, 1998

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
74/700,165 ARGUS

B. Trademark registration No.(s)

Additional numbers attached? Yes x No

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

6. Total number of applications and registrations involved: 1 registration

Name: Donna M. Weinstein, Esq.
Internal Address: Foley Hoag & Eliot LLP

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

Street Address: One Post Office Square

City: Boston State: MA ZIP: 02109

8. Deposit account number:
06-1446
(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.

Donna M. Weinstein Donna M. Weinstein August 21, 2001
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

09/05/2001 DBYRNE 00000153 061446 74700165
01 FC:481 40.00 CH

**CERTIFICATE OF MERGER OF
NEW VISION SYSTEMS, INC., A MASSACHUSETTS CORPORATION,
WITH AND INTO
NEW VISION MICROELECTRONIC MANUFACTURING SYSTEMS, INC.,
A DELAWARE CORPORATION**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
New Vision Microelectronic Manufacturing Systems, Inc.	Delaware
New Vision Systems, Inc.	Massachusetts

SECOND: An agreement and plan of merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is "New Vision Microelectronic Manufacturing Systems, Inc."

FOURTH: The certificate of incorporation of New Vision Microelectronic Manufacturing Systems, Inc., a Delaware corporation, as in effect immediately prior to the merger, shall be the certificate of incorporation of the surviving corporation.

FIFTH: An executed copy of the Plan of Merger is on file at the principal place of business of the surviving corporation, which is located at 64 Sidney Street, Cambridge, Massachusetts 02139.

SIXTH: A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The authorized capital stock of New Vision Systems, Inc., a Massachusetts corporation, consists of 200,000 shares of common stock, no par value, of which 1,274 shares are issued and outstanding. The authorized capital stock of New Vision Microelectronic Manufacturing Systems, Inc., a Delaware corporation, consists of 1,600,000 shares of common stock, \$.01 par value per share, of which 100 shares are issued and outstanding and owned by New Vision Systems, Inc., a Massachusetts corporation.

Dated: April 1, 1998

NEW VISION MICROELECTRONIC
MANUFACTURING SYSTEMS, INC.

[SEAL]

By: 
President

Attest:

By: 
Secretary

UP/ST
Examine

FEDERAL IDENTIFICATION NO. 043051735
FEDERAL IDENTIFICATION NO. (S)

The Commonwealth of Massachusetts 081

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

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

~~XXXXXXXXXXXX~~ Merger of

- (M) New Vision Systems, Inc.,
a Massachusetts corporation, and
- (S) New Vision Microelectronic Manufacturing Systems, Inc.,
a Delaware corporation

NR

the constituent corporations, into
New Vision Microelectronic Manufacturing Systems, Inc.

~~XXXXXXXXXXXX~~ One of the constituent corporations organized under the laws of: Delaware

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

1. An agreement of ~~XXXXXXXXXXXX~~ 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 ~~XXXXXXXXXXXX~~ 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 ~~XXXXXXXXXXXX~~ merger determined pursuant to the agreement of ~~XXXXXXXXXXXX~~ 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:

None

(For a consolidation)

(a) The purpose of the ~~XXXXXXXXXXXX~~ corporation is to engage in the following business activities:

C
P
M
R.A.

4
P.C.

*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 so long as each article requiring each addition is clearly indicated.

(M) 4/3/89

(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 (post office boxes are not acceptable) of the resulting / surviving corporation in Massachusetts is:

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

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

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:			
Directors:			

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

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

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

5. The ~~resulting~~ surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~resulting~~ surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent 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 181.

FOR MASSACHUSETTS CORPORATIONS

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

Joseph C. Pellegrini _____, *President ~~XXXXXX~~

David Chamberland _____, *Clerk ~~XXXXXX~~

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President _____ and †† Secretary _____ of New Vision Microelectronic Manufacturing Systems, Inc. a corporation organized under the laws of Delaware, further state under the penalties of perjury that the agreement of ~~XXXXXX~~ merger has been duly adopted by such corporation in the manner required by the laws of Delaware.

*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.

† Joseph C. Pellegrini, President
†† David Chamberland, Secretary

140786

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~INCORPORATION~~ MERGER
(General Laws, Chapter 156B, Section 79)

611900

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 1st
day of April, 19 98

Effective date _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

98 APR -1 PM 3:00
CORPORATION DIVISION

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Mark L. Johnson
Foley, Hoag & Eliot LLP

One Post Office Square

Boston, MA 02109

Telephone: (617) 832-1134