

03-04-2002

FORM PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

DB

101999827

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

1. Name of conveying party(ies):

Jamesbury Inc.

- Individual(s)
- General Partnership
- Corporation-Delaware
- Other _____
- Association
- Limited Partnership

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

3. Nature of Conveyance:

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

2-26-02

Execution Date: January 1, 2002

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

Name: Metso Automation USA Inc.

Address: 44 Bowditch Drive
Shrewsbury, Massachusetts 01545-8044

- 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

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

A. Trademark Application No.(s)

(attached)

B. Trademark registration No.(s)

(attached)

Additional numbers attached? Yes No

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

P. Jay Hines
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.
Attorneys at Law
Fourth Floor
1755 Jefferson Davis Highway
Arlington, Virginia 22202

OSMMN Ref: 217409US-267-36SD

6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 3.41): \$ 415.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-2014
(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.

P. Jay Hines
Name of Person Signing

P. Jay Hines
Signature

February 26, 2002
Date

Total number of pages including cover sheet, attachments, and document: 8

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

03/01/2002 DBYRNE 00000029 856851

01 FC:481
02 FC:482

40.00 OP
375.00 OP

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

ptsty10110267-217409US-REC.wpd

TRADEMARK
REEL: 002452 FRAME: 0162

U.S. Trademark Registrations and Applications

Mark	Reg. No./Serial No.	Reg. Date/Filing Date
JAMESBURY	856,851	September 17, 1968
WAFER-SPHERE	914,905	June 15, 1971
DOUBLE-SEAL	921,821	October 12, 1971
CLINCHER	996,273	October 22, 1974
QUADRA-POWR	1,026,578	December 9, 1975
FIRE-TITE	1,151,457	April 21, 1981
TORQ-HANDLE	1,150,779	April 4, 1981
PMV	1,187,491	January 26, 1982
EMISSION-PAK	1,881,167	February 28, 1995
VALUE-LINE	1,907,052	July 25, 1995
VALV-POWR	1,932,375	October 31, 1995
TOTALCARE	2,490,644	September 18, 2001
XTREME	2,495,480	October 9, 2001
MATCHMAKER	2,513,948	December 4, 2001
QUICKSERVE	76/127,608	September 12, 2000
QUICK-QUOTE	76/145,564	October 12, 2000

Delaware

PAGE 1

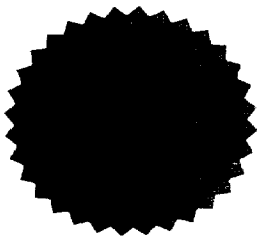
The First State

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 AGREEMENT OF MERGER, WHICH MERGES:

"JAMESBURY INC.", A DELAWARE CORPORATION,

WITH AND INTO "METSO AUTOMATION USA INC." UNDER THE NAME OF "METSO AUTOMATION USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2001, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1623435

DATE: 02-21-02

TRADEMARK
REEL: 002452 FRAME: 0164

**METSO AUTOMATION USA INC. - JAMESBURY INC.
AGREEMENT OF MERGER**

This AGREEMENT OF MERGER ("Agreement"), is entered into on December 19th, 2001, pursuant to section 251 of the General Corporation Law of the State of Delaware, by and between METSO AUTOMATION USA INC., a Delaware Corporation (sometimes referred to as the "Surviving Corporation" or "Metso"), and JAMESBURY INC., a Delaware Corporation (sometimes referred to as the "Merged Corporation" or "Jamesbury").

WITNESSETH that:

WHEREAS, Metso and Jamesbury desire to merge into a single corporation, as hereinafter specified;

WHEREAS, the registered office of Metso in the State of Delaware is located at 9 East Loockerman Street, in the City of Dover, County of Kent, and the name of its registered agent at such address is National Registered Agents, Inc.; and the registered office of Jamesbury in the State of Delaware is located at 9 East Loockerman Street, in the City of Dover, County of Kent and the name of its registered agent at such address is National Registered Agents, Inc;

WHEREAS, Metso, the Surviving Corporation, and Jamesbury, the Merged Corporation, may under the laws of the State of Delaware be merged into a single corporation, and it is deemed to be in the best interests of such corporations that they merge, pursuant to the provisions of the Delaware General Corporation Law.

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. Metso hereby merges into itself Jamesbury, and said Jamesbury shall be and is hereby merged into Metso, which shall be the Surviving Corporation.
2. The merger shall become effective as of January 1, 2002 (the "Effective Date").
3. Metso's Certificate of Incorporation, as heretofore amended and as in effect on the Effective Date, shall continue in full force and effect as the Surviving Corporation's Certificate of Incorporation.
4. Metso's Bylaws, as they shall exist on the Effective Date, shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.
5. Metso's directors and officers, as in office on the Effective Date, shall be the Surviving Corporation's officers and directors and shall serve until the next annual meeting of the Board of Directors or the Stockholders, as the case may be, and until their successors shall have been elected and qualified.

6. The manner of converting the outstanding shares of the Merged Corporation's capital stock shall be as follows:

The outstanding shares of the Merged Corporation's Common Stock shall be cancelled, all rights in respect thereof shall cease, and no shares of the Surviving Corporation shall be issued in exchange therefore.

7. Upon the Effective Date, the separate existence of the Merged Corporation shall cease and all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation respectively, and the title to any real estate, whether vested by deed or otherwise in the Merged Corporation, shall not revert or in any way be impaired by reason of the merger; but the Surviving Corporation shall thenceforth be liable for all debts, liabilities, obligations and duties of the Merged Corporation. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation, or otherwise, to take any and all such action on behalf of the Merged Corporation.

8. The outstanding shares of Common Stock shall not, except as provided for herein, be changed or converted as a result of this merger, and upon the Effective Date, the shares of Common Stock of the Surviving Corporation heretofore authorized, either issued or unissued, shall be deemed to be authorized shares of the Surviving Corporation; and all shares of the Common Stock of the Surviving Corporation outstanding on the Effective Date shall remain outstanding, fully paid and non-assessable.

9. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this Agreement filed with the Secretary of State becomes effective. This Agreement may be amended by the Board of Directors of the constituent corporations at any time prior to the time that this Agreement filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or

series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors, and that fact having been certified on said Agreement of Merger by the Secretary of each corporate party hereto, have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations on this 19th day of December 2001.

JAMESBURY INC.

By: /S/ JOHN QUINLIVAN
John Quinlivan
President

METSO AUTOMATION USA INC.

By: /S/ JOHN QUINLIVAN
John Quinlivan
President

I, Doug Dunn, Secretary of Metso Automation USA Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Jamesbury Inc., a corporation of the State of Delaware, was duly adopted pursuant to section 228 of the General Corporation Law of the State of Delaware by the unanimous written consent of the stockholders holding one thousand (1000) shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said Metso Automation USA Inc. and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 19th day of December 2001 .

/S/ DOUG DUNN

Doug Dunn
Secretary