

03-07-2002



102005439

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

1. Name of conveying party(ies):

AIRSENSORS, INC.

- Individual(s) Association General Partnership Limited Partnership Corporation-State DELAWARE Other MRD 2/20/2002

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: SEPTEMBER 8, 1997

2. Name and address of receiving party(ies)

Name: IMPCO TECHNOLOGIES, INC.

Internal Address:

Street Address: 16804 GRIDLEY PLACE

City: CERRITOS State: CA Zip: 90703

- Individual(s) citizenship Association General Partnership FEB 2002 Limited Partnership Corporation-State 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)

B. Trademark Registration No.(s)

1,389,514

Additional number(s) attached Yes No

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

Name: EDWARD A. SOKOLSKI

Internal Address:

Street Address: 3868 CARSON STREET, SUITE 105

City: TORRANCE State: CA Zip: 90503

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

8. Deposit account number:

19-3129

(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.

EDWARD A. SOKOLSKI Name of Person Signing

Signature

1/31/02 Date

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

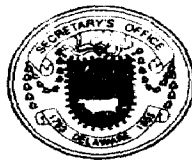
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State of Delaware
Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"IMPCO TECHNOLOGIES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "AIRSENSORS, INC." UNDER THE NAME OF "IMPCO TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2073748 8100M

AUTHENTICATION: 1335889

010443258

DATE: 09-10-01

TRADEMARK
REEL: 002454 FRAME: 0845

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
AIRSENSORS, INC.
AND
IMPCO TECHNOLOGIES, INC.
WITH
AIRSENSORS, INC.
AS
SURVIVING CORPORATION**

Pursuant to Title 8, Chapter 1, Delaware General Corporation Law §253 ("DGCL"), the undersigned, being respectively the President and Secretary of AirSensors, Inc., hereby adopt the following Certificate of Ownership and Merger for the purpose of merging IMPCO Technologies, Inc. into AirSensors, Inc. ("Surviving Corporation") and changing the name of the Surviving Corporation to IMPCO Technologies, Inc.

- (1) The names of the corporations being merged are AirSensors, Inc. and IMPCO Technologies, Inc. Both corporations are organized under the laws of the State of Delaware.
- (2) AirSensors, Inc. owns more than 90% of the outstanding shares of each class of the stock of IMPCO Technologies, Inc.
- (3) The name of the Surviving Corporation is AirSensors, Inc. and it is to be governed by the laws of the State of Delaware. The name of the Surviving Corporation shall be changed to IMPCO Technologies, Inc. upon the effectiveness of the merger, pursuant to the Resolution of the Board of Directors of AirSensors, Inc. approving the merger and attached as Exhibit A.
- (4) The Resolution and Plan of Merger (the "Plan") between AirSensors, Inc. and IMPCO Technologies, Inc. has been approved, adopted, certified, executed and acknowledged in accordance with Chapter 1, DGCL. The Plan was unanimously approved by the holder of all of the outstanding stock of IMPCO Technologies, Inc. by written consent of the stockholder of IMPCO Technologies, Inc. on July 10, 1997.
- (5) The Certificate of Incorporation of AirSensors, Inc. shall be the Certificate of Incorporation of the Surviving Corporation, except that Article I shall be amended in its entirety as follows:


ARTICLE I. NAME

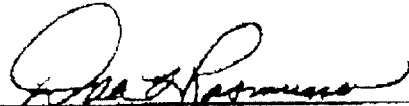
The name of this corporation is IMPCO Technologies, Inc.

- (6) The Plan is on file at the principal place of business of the Surviving Corporation at 16804 Gridley Place, Cerritos, California 90703. A copy of the Plan will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.
- (7) Attached as Exhibit A and incorporated herein by reference is a copy of the Resolution of the Board of Directors of AirSensors, Inc. to merge IMPCO Technologies, Inc. into AirSensors, Inc. This Resolution was adopted by the Board of Directors on July 10, 1997.
- (8) The person to contact regarding this filing is William G. Pusch, whose telephone number is 206-628-7744.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been signed on September 8, 1997.

AIRSENSORS, INC.

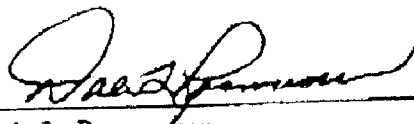
By 
Robert M. Stemmler, President

By 
Dale L. Rasmussen, Secretary

We, Robert M. Stemmler and Dale L. Rasmussen, declare under the penalties of perjury that we are the President and Secretary, respectively, of AirSensors, Inc., a Delaware corporation, that we have examined this Certificate of Ownership and Merger and that to the best of our knowledge and belief, it is true, correct and complete.

DATED: September 8, 1997.


Robert M. Stemmler


Dale L. Rasmussen

RESOLUTION AND PLAN OF MERGER

WHEREAS, IMPCO Technologies, Inc. has operated as a wholly owned subsidiary of AirSensors, Inc. since it was acquired by AirSensors, Inc. in 1989; and

WHEREAS, there is no longer any reason to continue the business activities of IMPCO Technologies, Inc. as a wholly owned subsidiary of AirSensors, Inc. and certain administrative expenses can be eliminated by merging IMPCO Technologies, Inc. with and into AirSensors, Inc. as permitted by Section 253(a) of the Delaware General Corporation Law ("DGCL"); and

WHEREAS, it is desirable that AirSensors, Inc., as the surviving corporation, change its name from AirSensors, Inc. to IMPCO Technologies, Inc. upon the effective date of the merger as permitted by Section 253(b) of the DGCL; it is therefore:

RESOLVED, that IMPCO Technologies, Inc. be merged with and into AirSensors, Inc. pursuant to the DGCL as hereinafter provided, so that the separate existence of IMPCO Technologies, Inc. shall cease as soon as the merger shall become effective, and thereupon, AirSensors, Inc. shall continue as the surviving corporation to exist under, and be governed by, the laws of the State of Delaware; and

FURTHER RESOLVED, that AirSensors, Inc., as the surviving corporation, change its corporate name to IMPCO Technologies, Inc. upon the effective date of the merger; and

FURTHER RESOLVED, that the merger and name change referred to in the foregoing resolutions be effective upon the date of filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the terms and conditions of the proposed merger (hereinafter, the "plan of merger") are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers and franchises of IMPCO Technologies, Inc. shall become vested in and be held by AirSensors, Inc. as fully and entirely and without change or diminution as the same were before held and enjoyed by IMPCO Technologies, Inc., and AirSensors, Inc. shall assume all of the obligations of IMPCO Technologies, Inc., all in accordance with Section 259 of the DGCL.

(b) All of the outstanding shares of stock of IMPCO Technologies, Inc. are now owned by AirSensors, Inc., and upon the effective time of the merger they shall be surrendered and extinguished.

(c) The Certificate of Incorporation and Bylaws of AirSensors, Inc., both as amended, as in effect immediately prior to the effective time of the merger shall be the Certificate of Incorporation and Bylaws of AirSensors, Inc., except that Article 1 of the Certificate of Incorporation shall be amended as follows:

ARTICLE 1. NAME

The name of this corporation is IMPCO Technologies, Inc.

FURTHER RESOLVED, that the President and the Secretary of AirSensors, Inc. be, and each is hereby authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of this Resolution and Plan of Merger and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware and in any other appropriate jurisdiction, necessary or proper to effect this Resolution and Plan of Merger.