

03-13-2002



SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commission

102014191

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Triconex Corporation

2-26-02

- Individual  Association
- General Partnership  Limited Partnership
- Corporation-State
- Other Delaware

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

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other \_\_\_\_\_

Execution Date: April 2, 2001

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

Name: The Foxboro Company

Internal Address: \_\_\_\_\_

Street Address: 33 Commercial Street

City: Foxboro State: Massachusetts ZIP: 02035

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Massachusetts
- 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 trademark number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,591,747

Additional numbers attached?  Yes  No

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

Name: David J. Davis

Internal Address: Baker & McKenzie

One Prudential Plaza

Suite 3500

Street Address: 130 East Randolph Drive

City: Chicago State: IL ZIP: 60601

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:

501-649

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.

David J. Davis

Name of Person Signing

Signature

2/8/2002

Date

Total number of pages including cover sheet, attachments, and document: 5

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# The Commonwealth of Massachusetts

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

*055*

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

~~Consolidation~~ / \*merger of

Triconex Corporation, a Delaware  
corporation

The Foxboro Company, a Massachusetts  
corporation

the constituent corporations, into  
The Foxboro Company

~~one of the constituent corporations~~ / \*one of the constituent corporations organized under the laws 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 ~~surviving~~ / \*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:  
The merger shall be effective upon filing with the Secretary of the Commonwealth

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:

Not Applicable

(For a consolidation)

(2) The ~~purpose~~ of the ~~surviving~~ corporation is to engage in the following business activities:  
N/A

\*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

SECRETARY OF THE

APR -2 PM 3:57  
CORPORATION DIVISION

C   
P X   
M   
R.A.

P.C.

(For a consolidation) **Not Applicable**

(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)

33 Commercial Street, Foxboro, Massachusetts 02035

\*\* 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:	William Kotelhut		33 Commercial Street, Foxboro, MA 02035
Treasurer:	Edward A. McIntyre		33 Commercial Street, Foxboro, MA 02035
Clerk:	Edward A. McIntyre		33 Commercial Street Foxboro, MA 02035
Directors:	Philip C. Maynard		2191 Fox Mill Road Herndon, VA 20171
	William Kotelhut		33 Commercial Street, Foxboro, MA 02035

V.P. J. Spencer  
33 Commercial St., Foxboro, MA 02035

(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:  
CT Corporation System, 101 Federal Street, Boston, MA 02110

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.  
Not Applicable

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.

FORMASSACHUSETTS CORPORATIONS

The undersigned \*President / \*Vice President and \*Clerk / \*Assistant Clerk of The Foxboro Company, 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.

J. H. Spencer & McIntyre, \*President / \*Vice President  
E. McIntyre, \*Clerk / \*Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † SEE ABOVE and †† SEE ABOVE, of TRICORTEX CORPORATION, a corporation organized under the laws of DELAWARE, 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 \_\_\_\_\_.

\*Delete the inapplicable words.  
†Specify the officer having powers and duties corresponding to those of the presidents or vice presidents 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.

† SEE ABOVE  
†† SEE 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 \_\_\_\_\_, 20 \_\_\_\_\_.

*Effective date* \_\_\_\_\_

WILLIAM FRANCIS GALVIN  
*Secretary of the Commonwealth*

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

Patricia J. Turner

Pearl Professional Corporation

735 Post Road East

Westport, Connecticut 06880

Telephone: 203-222-9000