

03-22-2002



102028195

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

REC T

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Nicolet Instrument Corporation 3-12-02
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State
Other
Wisconsin
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Thermo Optek Corporation
Internal Address:
Street Address: 5225 Verona Road
City: Madison State: WI Zip: 53711
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] 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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: December 26, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
76/135,613
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
2,460,443
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lydie Arthos Hudson
Internal Address: Lathrop & Clark LLP
P.O. Box 1507
Madison WI 53701-1507
Street Address: 740 Regent Street, Suite 400
03/22/2002 GTON11 00000050 76135613
01 FC:481 40.00 DP
02 FC:482 475.00 DP
City: Madison State: WI Zip: 53715

6. Total number of applications and registrations involved: 20
7. Total fee (37 CFR 3.41) \$ 515.00
[X] Enclosed
Authorized to be charged to deposit account

8. Deposit account number: 15-0660
(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.
Lydie Arthos Hudson
Name of Person Signing Signature Date March 4, 2002
Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002466 FRAME: 0889

Attachment for Recordation Form Cover Sheet Trademarks Only (Form PTO-1594)

Continuation of Item 4. Additional Application Number(s) or Registration Number(s)

A. Trademark Application No.(s):

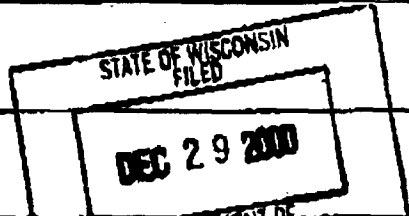
B. Trademark Registration No.(s): 2,458,569, 2,192,735, 1,274,934, 1,561,853,
1,897,984, 1,510,014, 1,461,747, 1,749,322, 2,360,792, 1,408,245, 2,458,454, 1,896,792,
1,586,586, 1,757,777, 2,460,451, 1,277,919, 2,458,455, and 1,800,553

Sec. 180.1101,
180.1105 & 180.1107,
Wis. Stats.

State of Wisconsin
Department of Financial Institutions

ARTICLES OF MERGER -- DOMESTIC AND FOREIGN FOR-PROFIT CORPORATIONS

A. Name and state of incorporation of the merging (non-surviving) corporation(s):

Name: Nicolet Instrument Corporation		State of Incorporation: Wisconsin
Name:		State of Incorporation:

B. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the surviving corporation:

Name: Thermo Optek Corporation	State of Incorporation: Delaware
-----------------------------------	-------------------------------------

C. The adopted Plan of Merger (the "Plan") is attached as Exhibit A.

D. The Plan was approved by each foreign corporation that is a party to the merger in accordance with the laws of the state under which it was incorporated, and by each domestic corporation that is a party to the merger in accordance with (select and (X) mark one of the following)

() Sec. 180.1103, Wis. Stats. OR (X) Sec. 180.1104, Wis. Stats.

E. (OPTIONAL) These articles of merger, when filed, shall be effective (See instructions. Select, complete and (X) mark one of the following)

(X) At the time and date set by sec. 180.0123(1), Wis. Stats. OR () as of _____ (date)

F. Executed on 12/26/00 (date) by the surviving corporation on behalf of all parties to the merger.
THERMO OPTEK CORPORATION

By: Sandra L. Lambert
(Signature)

Sandra L. Lambert, Secretary
(Printed Name)

Title: () President (X) Secretary
or other officer title _____

00 DEC 28 PM 1:45
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS

This document was drafted by Janet M. Davenport
(Name the individual who drafted the document)

Exhibit A - PLAN OF MERGER**I. Name and state of incorporation of the merging (non-surviving) corporation(s):**

Name: Nicolet Instrument Corporation	State of Incorporation: Wisconsin
Name:	State of Incorporation:

II. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the surviving corporation:

Name: Thermo Optek Corporation	State of Incorporation: Delaware
--	--

III. State the terms and conditions of the merger:

Thermo Optek Corporation owns all of the outstanding shares of stock of Nicolet Instrument Corporation, which consists of 1,000 shares of Common Stock, \$1.00 par value per share. This merger was approved by the Board of Directors of Thermo Optek Corporation on December 19, 2000 and by the sole stockholder and the Board of Directors of Nicolet Instrument Corporation on December 19, 2000.

IV. State the manner and basis of converting the shares of each non-surviving corporation:

- (A) into shares, obligations or other securities of the surviving (or any other) corporation; or
(B) into cash or other property, in whole or part:

At the Effective Time of the Merger all issued and outstanding shares of the capital stock of Nicolet Instrument Corporation shall automatically and by operation of law be extinguished and cancelled and all certificates evidencing ownership of such shares shall be void and of no effect, and all issued and outstanding shares of capital stock of the Surviving Corporation shall remain issued and outstanding.

V. State any amendments to the surviving domestic corporation's articles of incorporation (see items B and C of the instructions):

None.

VI. State any other provisions:**INSTRUCTIONS (Ref. sec. 180.1101, 1105 and 180.1107, Wis. Stats. for document content)**

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$50.00 or more**, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. Upon filing, the information in this document becomes public and might be used for purposes other than that for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

ARTICLES OF MERGER - Domestic and Foreign, For-Profit Corporations

+ Team One
CT Corporation System
101 Federal Street
Boston, MA 02109

+
> Your name, return address and phone number during the day: (617) 757 - 6401

INSTRUCTIONS (Continued)

- A. Enter the name and state of incorporation of the merging (non-surviving) corporations in item A.
- B. Enter the name and state of incorporation of the surviving corporation in item B. If the Plan of Merger includes an amendment changing the name of the survivor, state the name prior to giving effect to the amendment.
- C. **PLAN OF MERGER:** Supply the Plan of Merger as Exhibit A to the articles of merger. The plan of merger must contain all the information asked for in items I thru IV. If the plan includes an amendment to the articles of incorporation of the surviving domestic corporation's, enter the amendment in item V.
- D. In item D, indicate the statutory provision under which the Plan of Merger was approved with respect to the domestic corporation. Sec. 180.1103 generally requires that a merger be approved by the (voting) shareholders and directors of each domestic corporation that is a party to the merger. Sec. 180.1104 refers to parent-subsidary mergers. Review, select and mark (X) the applicable statutory reference.
- E. The effective date of the merger will be set by the provisions of sec. 180.0123(1), Wis. Stats., unless the articles declare a delayed effective date. Such delayed effective date must be within 90 days after the date the articles are received by the department for filing. There is no provision for declaring an effective date earlier than the date the articles of merger are received by the department for filing.
- F. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is not empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

FILING FEE - Fee is \$50.00 for each domestic and licensed foreign corporation that is a party to the merger. If the articles of merger include an amendment to increase the authorized shares of the surviving domestic corporation, an additional fee may be due. Add one cent for each share the survivor will have authorized after the merger, less a credit at the same rate for each share presently authorized by each domestic corporation that is a party to the merger.