

03-29-2002



102036139

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

<p>1. Name of conveying party(ies): IMO Deval Inc. <b>3-13-02</b></p> <p><input type="checkbox"/> Individual(s)    <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership    <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State (Delaware)  <input type="checkbox"/> Other _____</p> <p>Additional names of conveying party(ies) attached?  <input type="checkbox"/> yes    <input checked="" type="checkbox"/> no</p> <hr/> <p>3. Nature of Conveyance</p> <p><input type="checkbox"/> Assignment    <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement    <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>March 3, 1989</u></p>	<p>2. Name and address of receiving party(ies): Name: IMO Industries, Inc., Internal Address: Street Address: <u>3450 Princeton Pike</u> City <u>Lawrenceville</u> State <u>New Jersey</u> Zip <u>08648</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> No  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> yes    <input checked="" type="checkbox"/> no</p>				
<p>4. Application number(s) or patent number(s):</p> <table border="0"> <tr> <td style="width: 50%;">A. Trademark Application No(s):</td> <td style="width: 50%;">B. Trademark Registration No(s):</td> </tr> <tr> <td style="text-align: center;">None.</td> <td style="text-align: center;">1,189,110</td> </tr> </table> <p>Additional numbers attached? <input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>		A. Trademark Application No(s):	B. Trademark Registration No(s):	None.	1,189,110
A. Trademark Application No(s):	B. Trademark Registration No(s):				
None.	1,189,110				
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Danielle A. Somrak Calfee, Halter &amp; Griswold LLP 800 Superior Avenue, Suite 1400 Cleveland, Ohio 44114-2688</p> <p style="text-align: center;">CERTIFICATE OF MAILING</p> <p>Date: <u>March 13, 2002</u></p> <p>I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope with sufficient postage addressed to : Assistant Commissioner for Trademarks, Box Assignments, 2900 Crystal Drive, Arlington, VA 22202-3513</p> <p><u>Danielle Somrak</u> Signature</p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41):    \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account  <input type="checkbox"/> Total Fee Due  <input type="checkbox"/> Any deficiencies</p> <p>8. Deposit account number: <u>03-0172</u> (Attach duplicate copy of this page if paying by deposit account)</p>				
<p><b>DO NOT USE THIS SPACE</b></p>					
<p>9. Statement and signature</p> <p>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> <table border="0"> <tr> <td style="width: 50%;"> <p>Danielle A. Somrak Name of Person Signing</p> </td> <td style="width: 20%; text-align: center;"> <p><u>Danielle Somrak</u> Signature</p> </td> <td style="width: 30%; text-align: center;"> <p><u>3-13-02</u> Date</p> </td> </tr> </table> <p>03/28/2002 LMUELLER 00000172 1189110</p> <p style="text-align: right;">Total number of pages comprising transmittal: <u>5</u></p>		<p>Danielle A. Somrak Name of Person Signing</p>	<p><u>Danielle Somrak</u> Signature</p>	<p><u>3-13-02</u> Date</p>	
<p>Danielle A. Somrak Name of Person Signing</p>	<p><u>Danielle Somrak</u> Signature</p>	<p><u>3-13-02</u> Date</p>			

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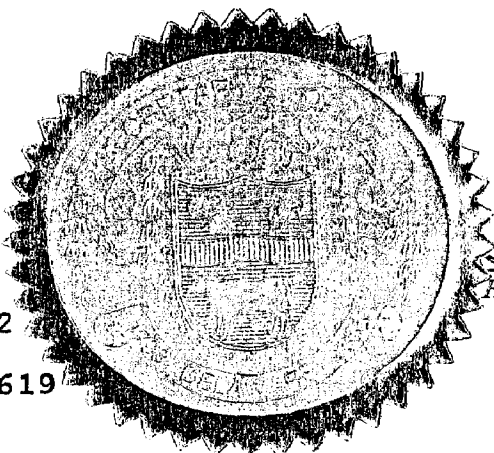
Office of the Secretary of State

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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:

"IMO INDUSTRIES INC.", A DELAWARE CORPORATION,

WITH AND INTO "IMO DELAVAL INC." UNDER THE NAME OF "IMO INDUSTRIES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MARCH, A.D. 1989, AT 10:01 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1182493

0533822

010279619

DATE: 06-11-01

TRADEMARK  
REEL: 002471 FRAME: 0386

899069056

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Imo Industries Inc.

INTO

Imo Delaval Inc.

\* \* \* \* \*

Imo Delaval Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 2nd day of March, 1959, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Imo Industries Inc., a corporation incorporated on the 31st day of January, 1989, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions duly adopted at a meeting held on the 9th day of February, 1989 by its Board of Directors, determined to and did merge into itself said Imo Industries Inc.:

WHEREAS, Imo Delaval Inc. (the "Corporation"), owns all of the outstanding shares of capital stock of Imo Industries Inc., a Delaware corporation; and

10:01 AM  
FILED

MAR 10 1989

*[Handwritten signature]*

WHEREAS, it is desirable to merge Imo Industries Inc. into the Corporation, leaving the Corporation as the surviving corporation;

NOW, THEREFORE, it is hereby

RESOLVED, that the Corporation merge into itself Imo Industries Inc., and assume all of its obligations. The surviving corporation shall be the Corporation. The capital stock of the Corporation shall be unaffected by this merger. All shares of Imo Industries Inc. capital stock held of record or beneficially by the Corporation as of the effective date of this merger shall be cancelled on the effective date of this merger, and no conversion or payment shall be effected in respect thereof; and

FURTHER RESOLVED, that the Corporation as the surviving corporation change its corporate name by changing Section 1.1 of Article I of the Restated Certificate of Incorporation of the Corporation to read as follows:

1.1 The name of this Corporation is Imo Industries Inc.

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, to prepare and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Imo Industries Inc. into itself and assume its liabilities and obligations, and the date of adoption thereof, and to cause the Certificate of Ownership and Merger to be filed with the Secretary of State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts whatsoever, whether within or without the State of Delaware, which may be deemed necessary or proper to effect said merger and name change; and

FURTHER RESOLVED, that said merger and name change shall be effective upon the date of filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware.

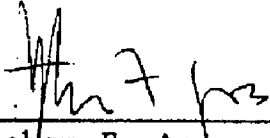
IN WITNESS WHEREOF, said Imo Delaval Inc. caused this certificate to be signed by Stephen F. Agocs, its Executive Vice

President and attested by George Szwabiuk, its Assistant Secretary, this 3rd day of March, 1989.

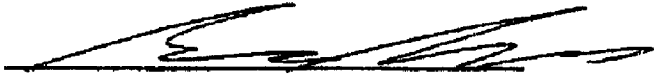
Imo Delaval Inc.

ATTEST:

By:

  
\_\_\_\_\_  
Stephen F. Agocs  
Executive Vice President

By:

  
\_\_\_\_\_  
George Szwabiuk  
Assistant Secretary