

07-29-2002

RE



102172052

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

1. Name of conveying party(ies):
Bell Technologies, Inc.

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation-State- **Florida**
 Other _____

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

07/22/02

2. Name and Address of Receiving party(ies):
 Name: **Sypris Test & Measurement, Inc.**
 Street Address: **6120 Hanging Moss Road**

City: **Orlando**
 State: **FL** Zip: **32807**

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

FINANCE SECTION
JUL 27 10 18 AM '02

3. Nature of conveyance:

Assignment
 Merger
 Security Agreement
 Change of Name
 Other _____

Execution Date: **January 1, 2002**

If assignee is not domiciled in the United States, a domestic representative designated is attached:
 Yes No

(Designation 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)
1,992,952; 2,208,047

Additional numbers attached? Yes No

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

Name: **William H. Hollander**
Wyatt, Tarrant & Combs, LLP
 Street Address: **500 W. Jefferson Street,**
Suite 2600

City: **Louisville,**
 State: **Kentucky** Zip: **40202**

07/26/2002 DBYRNE 00000179 1992952
 01 FC:481 40.00 OP
 02 FC:482 25.00 OP

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR § 3.41) **\$65.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (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.

William H. Hollander *William H. Hollander*
 Name of person signing Signature

July 17, 2002
 Date

Total number of pages comprising cover sheet: **1**

**CERTIFICATE OF MERGER
OF
BELL TECHNOLOGIES, INC.
INTO
SYPRIS TEST & MEASUREMENT, INC.
(Under Section 252 of the
Delaware General Corporation Law)**

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:23 PM 12/19/2001
010656823 - 3318388

Sypris Test & Measurement, Inc. hereby certifies that:

1. The name and jurisdiction of formation of each of the constituent entities are:
 - a. Sypris Test & Measurement, Inc., a Delaware corporation; and
 - b. Bell Technologies, Inc., a Florida corporation.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Sypris Test & Measurement, Inc. and by Bell Technologies, Inc. in accordance with the applicable provisions of the Delaware General Corporation Law and the Florida Business Corporation Act.

3. The effective date of the merger is January 1, 2002.

4. The name of the surviving entity is Sypris Test & Measurement, Inc. The address of the principal office of Sypris Test & Measurement, Inc. is 6120 Hanging Moss Road, Orlando, Florida 32807.

5. The Certificate of Incorporation of Sypris Test & Measurement, Inc. in effect immediately prior to the effective date of the merger shall continue to be the Certificate of Incorporation of Sypris Test & Measurement, Inc.

6. Sypris Test & Measurement, Inc. is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of any dissenting shareholder of Bell Technologies, Inc.

7. Sypris Test & Measurement, Inc. has agreed to promptly pay to any dissenting shareholder of Bell Technologies, Inc. the amount, if any, to which it is entitled under Section 607.1302 of the Florida Business Corporation Act.

8. The executed Agreement and Plan of Merger is on file at the following place of business of Sypris Test & Measurement, Inc.: 6120 Hanging Moss Road, Orlando, Florida 32807.

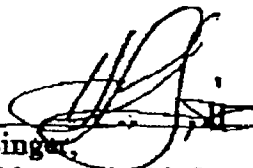
9. A copy of the Agreement and Plan of Merger will be furnished by Sypris Test & Measurement, Inc. on request and without cost to any stockholder of Sypris Test & Measurement, Inc. or any shareholder of Bell Technologies, Inc.

10. Bell Technologies, Inc. has authorized capital stock of one million (1,000,000) Common Shares.

[END OF TEXT]

IN WITNESS WHEREOF, Sypris Test & Measurement, Inc. has caused this Certificate of Merger and Articles of Merger to be executed by H. L. Singer, its authorized officer, and Bell Technologies, Inc. has caused this Certificate of Merger and Articles of Merger to be executed by H. L. Singer, its authorized officer, as of the 2nd day of December, 2001.

SYPRIS TEST & MEASUREMENT, INC.

By: 
H. L. Singer,
President and Chief Executive Officer

BELL TECHNOLOGIES, INC.

By: 
H. L. Singer,
President and Chief Executive Officer

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