

5/9/02

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Docket No.:

58677.00014

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To the Honorable Commissioner of Patents and

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d original documents or copy thereof.

1. Name of conveying party(ies):

Thermat Precision Technology, Inc.

5-9-02

- Individual(s)
- General Partnership
- Corporation-State **Pennsylvania**
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: **May 15, 2000**

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

Name: **Thermat Acquisition Corp.**

Internal Address:

Street Address: **380 Sciota Street**

City: **Corry** State: **PA** ZIP: **16407**

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State **Delaware**

Other

If assignee is not domiciled in the United States, a domestic designation is Yes No

(Designations must be a separate document from

Additional name(s) & address(es) Yes No

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,470,824

Additional numbers

Yes No

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

Name: **Karl M. Zielaznicki**

Internal Address: **Jenkins & Gilchrist Parker Chapin LLP**

Street Address: **The Chrysler Building**

405 Lexington Avenue

City: **New York** State: **NY** ZIP: **10174**

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:

500-672

DO NOT USE THIS SPACE

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40.00 OP

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.

Karl M. Zielaznicki

Name of Person Signing

[Signature]

Signature

May 1, 2002

Date

5

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 002553 FRAME: 0247

CERTIFICATE OF MERGER

with Respect to the Merger of Thermat Precision Technology, Inc.
with and into Thermat Acquisition Corp.

(Under Section 252 of the General Corporation Law of the State of Delaware)

Thermat Acquisition Corp. hereby certifies that:

1. The name and state of incorporation of each of the constituent participating in the merger corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Thermat Precision Technology, Inc.	Pennsylvania
Thermat Acquisition Corp.	Delaware

2. An Agreement and Plan of Merger ("Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of section 252 of the General Corporation Law of Delaware.

3. The name of the surviving corporation is Thermat Acquisition Corp. The state of incorporation of the surviving corporation is Delaware.

4. The certificate of incorporation of Thermat Acquisition Corp. immediately prior to the merger shall be the certificate of incorporation of the surviving corporation.

5. The executed agreement and plan of merger is on file at the principal place of business of Thermat Acquisition Corp., 380 Sciota Street, Corry, Pennsylvania 16407.

6. A copy of the Plan of Merger will be furnished by Thermat Acquisition Corp., on request and without cost, to any shareholder or stockholder, as applicable, of the constituent corporations.

7. The authorized capital stock of Thermat Precision Technology, Inc. consists of 100,000 shares of common stock, par value \$1.00 per share.

8. The merger shall be effective at 5:00 pm on May 15, 2000.

Thermat Acquisition Corp. has caused this certificate of merger to be signed by its Chairman, this 15th day of May 2000.

THERMAT ACQUISITION CORP.

By: /s/ RICHARD J. EFFRESS

Name: Richard J. Effress

Title: Chairman

Delaware

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The First State

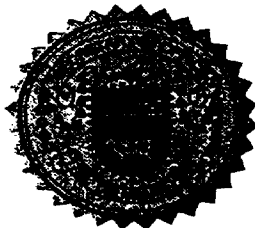
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "THERMAT ACQUISITION CORP." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE FIFTEENTH DAY OF MAY, A.D. 2000, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3220037 8100H

AUTHENTICATION: 1662431

020165568

DATE: 03-13-02

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CERTIFICATE OF INCORPORATION

OF

THERMAT ACQUISITION CORP.

The undersigned, a natural person, for the purposes of organizing a corporation under the provisions of the General Corporation Law of the state of Delaware, hereby certifies that:

ARTICLE I

The name of the corporation (hereinafter called the "Corporation") is Thermat Acquisition Corp.

ARTICLE II

1. The address, including street, number, city, and county, of the registered office of the Corporation in the state of Delaware is Corporation Service Company, 1013 Centre Road, Wilmington, New Castle County, Delaware 19805; and the name of the registered agent of the Corporation in the state of Delaware at such address is Corporation Service Company.

2. The name and mailing address of the incorporator are:

Edward M. Slezak
Parker Chapin LLP
The Chrysler Building
405 Lexington Avenue
New York, New York 10174

ARTICLE III

The nature of the business and the purposes to be conducted and promoted by the Corporation shall be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the state of Delaware.

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/28/2000
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ARTICLE IV.

The aggregate number of shares which the Corporation shall have authority to issue is 200 shares, designated as common stock, the par value of each of which shall be \$.01.

ARTICLE V.

The Corporation shall have perpetual existence.


ARTICLE VI.

The Corporation shall, to the fullest extent permitted by section 145 of the General Corporation Law of the state of Delaware, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under that section 145 from and against any and all of the expenses, liabilities or other matters referred to in or covered by that section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested Directors or otherwise, both as to action in this official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VII.

From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the state of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this certificate of incorporation are granted subject to the provisions of this article VII.

Dated: April 28, 2000


Edward M. Slezak
Sole Incorporator