

08-15-2002

TRADI



FORM

Attorney Docket No.  
T372.20-0001

102190540

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

1. Name of conveying party:  
Alnor Instrument Company

*8/13/02*

Individual(s)  Association

General Partnership  Limited Partnership

Corporation-State of Minnesota  Other Explain~

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

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

Name: TSI Incorporated

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

Street Address: 500 Cardigan Road, P.O. Box 64394

City St. Paul State Minnesota ZIP 55164

3. Nature of Conveyance:

Assignment  Merger  Security Agreement

Change of Name  Other \_\_\_\_\_

Execution Date: January 1, 2001

Individual(s) Citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation-State Minnesota

Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached  Yes  No  
(Designation must be a separate document from Assignment)

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

4A. Application No.(s)

Additional numbers attached?  Yes  No

4B. Registration No.(s)

See attached page

Additional numbers attached?  Yes  No

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

Name: Jo M. Fairbairn

KINNEY & LANGE, P.A.

Street Address: THE KINNEY & LANGE BUILDING

312 South Third Street

City: Minneapolis State: MN ZIP 55415-1002

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 2.6(b)(6)):.....\$ 265.00

8. Method of Payment

Enclosed

The Commissioner is authorized to charge payment of any additional recording fees or credit any overpayment to deposit account No. 11-0982. A duplicate copy of this page is enclosed.

08/14/2002 DBYRNE 00000174 832183

01 FC:481 40.00 DP

02 FC:482 225.00 DP

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.

Anne M. Murphy  
Name of Person Signing

*Anne M. Murphy*  
Signature

August 5, 2002  
Date

Total number of pages including cover sheet, attachments and document: [ 7 ]

## ATTACHMENT TO TRADEMARK RECORDATION FORM COVER SHEET

Attorney Docket No. T372.20-0001

| REGISTRATION NO. | MARK          | ISSUE DATE         |
|------------------|---------------|--------------------|
| 832,183          | ALNOR         | July 18, 1967      |
| 1,035,245        | PYROCON       | March 9, 1976      |
| 1,035,246        | VELOMETER JR. | March 9, 1976      |
| 1,049,433        | DIGICON       | October 5, 1976    |
| 1,232,587        | VELOMETER     | March 29, 1983     |
| 1,273,405        | BALOMETER     | April 10, 1984     |
| 1,363,060        | COMPUFLOW     | October 1, 1985    |
| 1,495,639        | ALNOR         | July 12, 1988      |
| 1,717,733        | AIRGARD       | September 22, 1992 |
| 1,749,315        | PREZZURGARD   | January 26, 1992   |

**SECRETARY OF STATE**

*Certificate of Merger*

*I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.*

*Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A*

*State of Formation and Names of Merging Entities:*

**MN: ALNOR INSTRUMENT COMPANY**

**MN: TSI INCORPORATED**

*State of Formation and Name of Surviving Entity:*

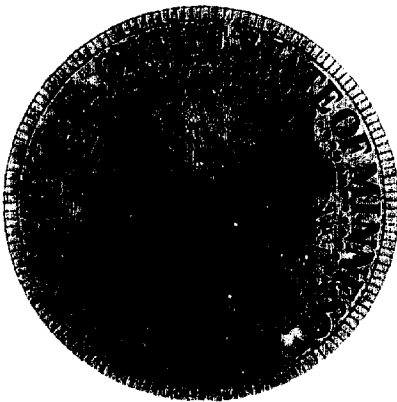
**MN: TSI INCORPORATED**

*Effective Date of Merger: May 8, 2001*

*Name of Surviving Entity After Effective Date of Merger:*

**TSI INCORPORATED**

*This certificate has been issued on: May 8, 2001.*



*Mary Kiffmeyer*  
Secretary of State.

2-495

**Articles of Merger  
Of  
Alnor Instrument Company  
With and into  
TSI Incorporated**

I, Laura J. Cochrane, do hereby certify that I am the duly elected, qualified and acting secretary of TSI Incorporated, a Minnesota Corporation. I certify that I am the duly elected, qualified and acting secretary of Alnor Instrument Company, a Minnesota Corporation, which is a wholly owned subsidiary of TSI Incorporated. I further certify that, pursuant to Section 302A.621 of the Minnesota Business Corporation Act (the "Act") as follows:


First: Attached hereto as Annex A is the Plan of Merger of Alnor Instrument Company with and into TSI Incorporated (the "Plan of Merger").

Second: The Plan of Merger was approved by the shareholder and the Board of Directors of Alnor Instrument Company.

Third: The Plan of Merger was approved by the shareholders and the Board of Directors of TSI Incorporated.

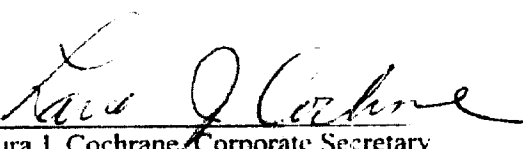
Dated: 8 May 2001

TSI INCORPORATED

By:   
Laura J. Cochrane, Corporate Secretary

Dated: 8 May 2001

ALNOR INSTRUMENT COMPANY

By:   
Laura J. Cochrane, Corporate Secretary

**WRITTEN ACTION**

**BY THE BOARD OF DIRECTORS OF TSI INCORPORATED**

The undersigned, being all the members of the Board of Directors of TSI Incorporated, a Minnesota corporation, (hereafter "the Corporation") do hereby take the following action pursuant to Minnesota Statutes in lieu of a meeting of Directors:

**Merger of Alnor Instrument Company, Inc.**

**RESOLVED**, that the Corporation execute and deliver a Plan of Merger, a copy of which is attached hereto (the "Plan of Merger"), providing for the merger of Alnor Instrument Company, a Minnesota corporation and a wholly-owned subsidiary of the Corporation, pursuant to the Minnesota Business Corporations Act of the State of Minnesota, Section 302A.621. That Alnor Instrument Company be merged with and into the Corporation, with the Corporation to be the surviving corporation in such merger. on such terms and conditions as are set forth in the Plan of Merger, with such changes in the text, form and terms of the Plan of Merger as the officer of the Corporation executing the Plan of Merger, in his sole judgment, may deem necessary or appropriate.

**RESOLVED FURTHER**, That the officers of the Corporation be, and they hereby are, authorized and directed to execute and deliver the Plan of Merger in the name of and on behalf of the Corporation and to execute and deliver any and all other agreements, documents including, but not limited to, Articles of Merger to be filed with the Minnesota Secretary of State, and to take and all other actions, in the name of and on behalf of the Corporation as either of such officers deems necessary or appropriate to effectuate the transactions contemplated by the Plan of Merger and these resolutions.

**RESOLVED FURTHER**, That any and all documents and agreements heretofore executed and delivered by any officer of the Corporation in the name of and on behalf of the Corporation, and any and all acts or things heretofore done to effectuate the transactions contemplated by the Plan of Merger or these resolutions be, and hereby are, ratified, confirmed and approved as the act or acts of the Corporation.

Made Effective as of the 1st day of January 2001.



John J. Fauth



John C. Kopchik



Richard G. Haun, Jr.

## PLAN OF MERGER

This PLAN OF MERGER (the "Plan of Merger") is made and entered into as of the 1st day of January 2001, by and between TSI INCORPORATED, a Minnesota corporation (the "Corporation"), and ALNOR INSTRUMENT COMPANY, INC., a Minnesota corporation and a wholly-owned subsidiary of the Corporation ("Alnor").

### RECITALS

- A. The Boards of Directors of the Corporation, deeming it advisable for the mutual benefit of the Corporation and Alnor that Alnor merge with and into the Corporation under the terms and conditions hereinafter set forth (the "Merger"), have approved this Plan of Merger.
- B. The Corporation intends that such merger be made pursuant to the Minnesota Business Corporations Act of the State of Minnesota, Section 302A.621.

NOW THEREFORE, in consideration of the foregoing premises and to secure for themselves the benefits of the Merger, the parties to this Plan of Merger agree as follows:

### ARTICLE I MERGER AND EFFECT

1.1 Merger. On the Effective Date (as hereinafter defined) and pursuant to the Minnesota Business Corporation Act (the "MBCA"), Alnor shall be merged with and into the Corporation, and the Corporation shall continue its corporate existence and shall be the corporation surviving the Merger (the "Surviving Corporation"). The name of the Surviving Corporation shall be TSI Incorporated.

1.2 Effective Date of Merger. The Merger shall be effective on the first day of January 2001 (the "Effective Date") and The Articles of Merger shall be filed, as soon as practicable, with the Secretary of State of the State of Minnesota in the form prescribed by and properly executed in accordance with state laws.

1.3 Effect of Merger. The effect of the Merger shall be as provided in the applicable provisions of the MBCA. Without limiting the generality of the foregoing, insofar as permitted by the MBCA, on the Effective Date all the property, rights, assets, privileges, and powers of Alnor shall vest in the Corporation, and all debts, liabilities, obligations, restrictions, and duties of Alnor shall become the debts, liabilities, obligations, restrictions, and duties of the Corporation. The fair market value of the assets of Alnor shall exceed its liabilities at the date of the adoption of this Plan of Merger. It is intended that the merger will qualify under Section 332 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

1.4 Articles of Incorporation. The Articles of Incorporation of the Corporation in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation until otherwise amended or repealed.

1.5 Bylaws. The Bylaws of the Corporation in effect immediately prior to the Effective Date shall be the Bylaws of the Corporation until otherwise amended or repealed.

1.6 Directors and Officers. The directors of the Corporation in office immediately prior to the Effective Date shall serve as the directors of the Surviving Corporation from and after the Effective Date in accordance with the Bylaws of the Surviving Corporation. The officers of the Corporation in office immediately prior to the Effective Date shall serve as the officers of the Surviving Corporation from and after the Effective Date in accordance with the Bylaws of the Surviving Corporation.

**ARTICLE II  
MERGER CONSIDERATION**

2.1 Capital Stock of Surviving Corporation. Following the Effective Date, each share of capital stock of the Corporation issued and outstanding immediately prior to the Merger shall continue to be issued and outstanding shares of capital stock of the Surviving Corporation.

2.2 Capital Stock of Alnor. By virtue of the Merger and without action on the part of the Corporation or Alnor, on the Effective Date each share of capital stock of Alnor issued and outstanding immediately prior to the Merger shall cease to be outstanding and shall be automatically canceled.

2.3 Further Assurances. On and after the Effective Date, as and when requested by the Surviving Corporation or its successors or assigns, the proper officers and directors of Alnor immediately before the Effective Date shall, at the Surviving Corporation's expense, and for and on behalf and in the name of Alnor, shall execute and deliver all such deeds, bills of sale, assignments and other instruments and shall take or cause to be taken such further or other reasonable actions as the Surviving Corporation or its respective successors or assigns may deem necessary or desirable in order to confirm or record or otherwise transfer to the Surviving Corporation title to and possession of all the properties, rights, privileges, powers, franchises and immunities of Alnor and otherwise to reasonably carry out fully the provisions and purposes of this Plan of Merger.

**ARTICLE III  
MISCELLANEOUS PROVISIONS**

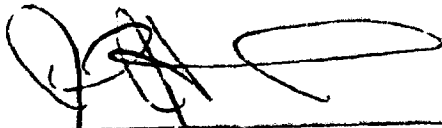
3.1 No Third Party Rights. Except as otherwise provided in this Plan of Merger, nothing herein expressed or implied is intended, nor shall be construed, to confer upon or give any person, firm or corporation, other than the Corporation and Alnor any rights or remedies under or by reason of this Plan of Merger.

3.2 Successors. This Plan of Merger and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.


3.2 Governing Law. This Plan of Merger and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Minnesota.


IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed as of the date and year first written above.

**TSI INCORPORATED**

BY:   
John J. Fauth, Its Chairman

**ALNOR INSTRUMENT COMPANY**

By:   
John C. Korte, Its Vice President  
STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

MAY 08 2001 

Mary Kiffmeyer  
Secretary of State

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RECORDED: 08/13/2002

TRADEMARK  
REEL: 002562 FRAME: 0772