

08-26-2002



EET

Docket No.:

.Y

8-26-02

102201340

Tab settings

To the Honorable Commissioner of Pat

record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Coburn Optical Industries, Inc.

8-26-02

- Individual(s)
- General Partnership
- Corporation-State Delaware
- 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: April 30, 1998

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

Name: Gerber Coburn Optical, Inc.

Internal Address:

Street Address: 83 Gerber Road West

City: South Windsor State: CT ZIP: 06074

- 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)

0749757 2108557
2063151
1223224

Additional numbers Yes No

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

Name: Keith W. Medansky, Esq.

Internal Address: Piper Rudnick

Street Address: P.O. Box 64807

City: Chicago State: IL ZIP: 60664

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41):.....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-2284

08/27/2002 LUMPELLER 00000098 0749757

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 75.00 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.

Keith W. Medansky

Name of Person Signing

Signature

8-19-02

Date

Total number of pages including cover sheet, attachments, and

9

TRADEMARK

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
GERBER OPTICAL, INC.
INTO
COBURN OPTICAL INDUSTRIES, INC.**

Gerber Optical, Inc., a corporation organized and existing under the laws of the State of Connecticut ("Gerber Optical"), does hereby certify:

First: That Gerber Optical was incorporated on the 1st day of June, 1990, pursuant to the laws of the State of Connecticut, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of the State of Connecticut.

Second: That Gerber Optical owns all of the outstanding shares of common stock of Coburn Optical Industries, Inc., a corporation incorporated on the 28th day of December, 1990, pursuant to the laws of the State of Delaware ("Coburn").

Third: That the Directors of Gerber Optical, adopted the following resolutions of its Board of Directors by unanimous written consent effective April 30, 1998:

RESOLVED that the Company [Gerber Optical] and Coburn Optical Industries, Inc. be merged into each other to form a single corporation.

RESOLVED that the merger of the Company [Gerber Optical] into Coburn Optical Industries, Inc., as described in the Plan/Agreement of Merger, a copy of which is attached hereto, be and it is in all respects affirmed, ratified, approved, and adopted.

RESOLVED that the merger of the Company [Gerber Optical] into Coburn Optical Industries, Inc. shall be effective on April 30, 1998.

RESOLVED that the proper officers of the Company [Gerber Optical] acting alone are, in all respects, authorized, empowered, and directed to execute and deliver such documents and to take such actions as they may deem necessary, convenient, desirable, or appropriate to effect the intent and to accomplish the purposes of the foregoing resolutions.

Fourth: That the proposed merger has been adopted, approved, certified, executed, and acknowledged by Gerber Optical, in accordance with the laws of the State of Connecticut, under which the corporation was organized.

Fifth: The Certificate of Incorporation of Coburn is amended as follows:

Article First: The name of the corporation is Gerber Coburn Optical, Inc.

In Witness Whereof, said Gerber Optical, Inc. has caused this Certificate to be signed by Richard F. Treacy, Jr., its Secretary, this 30th day of April, 1998.

Gerber Optical, Inc.

By Richard F. Treacy, Jr.
Richard F. Treacy, Jr.
Its Secretary

PLAN/AGREEMENT OF MERGER

This Plan/Agreement of Merger, dated and to be effective as of the close of business on the 30th day of April, 1998, pursuant to Section 252 of the General Corporation Law of Delaware, by and between Gerber Optical, Inc., a Connecticut corporation, and Coburn Optical Industries, Inc., a Delaware corporation.

Whereas the Boards of Directors of Coburn Optical Industries, Inc. and Gerber Optical, Inc., by unanimous written consent, have agreed to merge effective April 30, 1998 into a single corporation in accordance with the terms of this Plan/Agreement of Merger; and,

Whereas Gerber Scientific, Inc., the sole shareholder of Gerber Optical, Inc., has approved such merger by written consent effective April 30, 1998; and,

Whereas Gerber Optical, Inc., the sole shareholder of Coburn Optical Industries, Inc., has approved such merger by written consent effective April 30, 1998,

Now Therefore, the parties to this Agreement, in consideration of the mutual covenants, agreements, and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

First: Coburn Optical Industries, Inc. and Gerber Optical, Inc. shall be merged into each other to form a single corporation. The surviving corporation of the merger shall be Coburn Optical Industries, Inc.

Second: Article First of the Certificate of Incorporation of Coburn Optical Industries, Inc., is amended by deleting Article First as it now exists and inserting in lieu thereof a new Article First as follows: Article First: The name of the corporation is Gerber Coburn Optical, Inc.

Third: Each share of common stock of the surviving corporation of the aforesaid merger which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding to and shall be vested in Gerber Scientific, Inc. as the sole shareholder.

Fourth: The terms and conditions of the merger are as follows:

delivering to and leaving with the Secretary of State of Connecticut duplicate copies of

such process, one of which copies the Secretary of State of Connecticut shall forthwith send by registered mail to Gerber Coburn Optical, Inc. at the above address.

In Witness Whereof, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed this 30th day of April, 1998.

Gerber Optical, Inc.

By Richard F. Treacy, Jr.
Richard F. Treacy, Jr.
Its Secretary

Coburn Optical Industries, Inc.

By Richard F. Treacy, Jr.
Richard F. Treacy, Jr.
Its Secretary

**STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE**

I, **SUSAN BYSIEWICZ**, Secretary of the State of Connecticut, and keeper of the seal thereof,

DO HEREBY CERTIFY that KATHLEEN A HANSEN, was duly appointed and commissioned a NOTARY PUBLIC in and for the State of Connecticut, for the term of December 4, 1996 to December 31, 2001;

and that to his/her acts and attestations as such, full faith and credit are and ought to be given in and out of Court.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State of Connecticut, at Hartford, on **July 21, 1999**.



Susan Bysiewicz
Secretary of the State

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"GERBER OPTICAL, INC.", A CONNECTICUT CORPORATION,
WITH AND INTO "COBURN OPTICAL INDUSTRIES, INC." UNDER THE NAME OF "GERBER COBURN OPTICAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1998, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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RECORDED: 08/26/2002

AUTHENTICATION: 9055742

DATE: 04-30-98

TRADEMARK

REEL: 002568 FRAME: 0840