

09-19-2002



Form PTO-1594

RE

EET

U.S. DEPARTMENT OF COMMERCE

6-93

OMB No. 0651-0011 (exp. 4/94)

102226409

Patent and Trademark Office

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

1. Name of conveying party(ies):

Simulation Sciences, Inc.

- Individual Association
- General Partnership Limited Partnership
- Corporation-State
- Other Delaware

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

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

Name: Invensys Systems, Inc.

Internal Address: _____

Street Address: 33 Commercial Street

City: Foxboro State: Massachusetts ZIP: 02035

3. Nature of conveyance:

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

Execution Date: September 10, 2001

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

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

(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,375,726

Additional numbers attached? Yes No

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

Name: David J. Davis

Internal Address: Baker & McKenzie

One Prudential Plaza

Suite 3500

Street Address: 130 East Randolph Drive

City: Chicago State: IL ZIP: 60601

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:

501-649

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.

David J. Davis

Name of Person Signing

Signature

9-11-02

Date

Total number of pages including cover sheet, attachments, and document: 6

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TRADEMARK

REEL: 002584 FRAME: 0374

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

081

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 79)

Examiner
[Signature]

~~XXXXXXXXXXXX~~ / *merger of

M Simulation Sciences, Inc.
a Delaware corporation. N/A

012371

S Invensys Systems, Inc.
a Massachusetts corporation

the constituent corporations, into

Invensys Systems, Inc.

~~XXXXXXXXXXXX~~ / *one of the cons

corporations organized under the laws of: Massachusetts

The undersigned officers of each of the

constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~XXXXXXXXXXXX~~ / *
General Laws, Chapter 156B, Section 7
*surviving corporation will furnish a co
a stockholder of any constituent corpo

has been duly adopted in compliance with the requirements of
will be kept as provided by Subsection (c) thereof. The ~~XXXXXXXXXXXX~~ /
aid agreement to any of its stockholders, or to any person who was
upon written request and without charge.

2. The effective date of the ~~XXXXXXXXXXXX~~
*merger shall be the date approved an
desired. specify such date which shall

merger determined pursuant to the agreement of ~~XXXXXXXXXXXX~~ /
the Secretary of the Commonwealth. If a later effective date is
more than *thirty days* after the date of filing

The merger shall be effecti

on filing with the Secretary of the Commonwealth

3. (For a merger)

*The following amendments to the Articles of Organization of the *surviving* corporation have been effected
pursuant to the agreement of merger:

Not Applicable

(For a consolidation)

(a) ~~XXXXXXXXXXXX~~

N/A

C
P
M
R.A.
[Signature]

*Delete the inapplicable word.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate
8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single
sheet as long as each article requiring each addition is clearly indicated.

(For a consolidation) Not Applicable

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not* a *permanent* part of the Articles of Organization of the ~~resulting~~ / *surviving* corporation.

(a) The street address of the ~~resulting~~ / *surviving* corporation in Massachusetts is: (*post office boxes are not acceptable*)
33 Commercial Street, Foxboro, Massachusetts 02035

** If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	See attached exhibit "A"	
Treasurer:		
Clerk:		
Directors:		
V.P.:		

(c) The fiscal year end (i.e. tax year) of the *XXXXX / *surviving corporation shall end on the last day of the month of March

(d) The name and business address of the resident agent, if any, of the ~~XXXXXX~~ / *surviving corporation is:
CT Corporation System, 101 Federal Street, Boston, MA 02110

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.
Not Applicable

5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / *Vice President and *Clerk / *Assistant Clerk Invensys Systems, Inc. a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~XXXXXX~~ / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

J. Spencer ~~XXXXXX~~ / *Vice President

E. McIntyre / *Clerk / ~~XXXXXX~~

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, * John H. Spencer and ** Edward McIntyre of Simulation Sciences, Inc., a corporation organized under the laws of Delaware, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly adopted by such corporation in the manner required by the laws of Delaware

*Delete the inapplicable words
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B
**Specify the officer having powers and duties corresponding to those of the secretary or clerk of such a Massachusetts corporation

J. Spencer

E. McIntyre TRADEMARK

Exhibit "A"

Invensys Systems, Inc.

FEIN 04-1339430

Post Office Address: 33 Commercial Street
Foxboro, MA 02035

Officers/ Directors Residential Addresses:

Joseph L. Cowan, President	5212 Legends Drive Braselton, GA 30517
John H. Spencer, Vice President	36 Whittier Road Medford, MA 02155
William L. Gibelli, Treasurer	54 Spencer Drive, Plymouth, MA 02360
Edward McIntyre, Clerk	38 West Street Foxboro, MA 02035
Joseph L. Cowan, Director	5212 Legends Drive Braselton, GA 30517
Bruce A. Henderson, Director	2809 Emerywoods Parkway Richmond, VA 23226
Philip C. Maynard, Director	19572 Sierra Sota Road Irvine, CA 92612

105144300

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *~~CONSOLIDATION~~ / *MERGER

(General Laws, Chapter 156B, Section 79)

01 SEP 10 PM 1:15
RECORDED & INDEXED

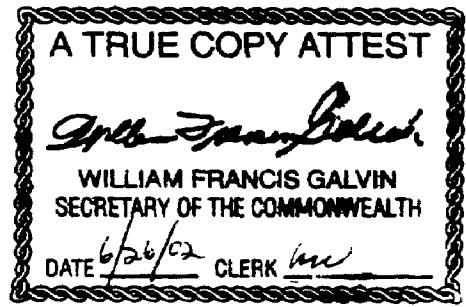
I hereby approve the within Articles of *Consolidation / *Merger and the filing fee in the amount of \$ 250 , having been paid. said articles are deemed to have been filed with me this 10th day of September , 20 01 .

Effective date _____

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Patricia J. Turner _____

Pearl Professional Corporation
735 Post Road East
Westport, Connecticut 06880

Telephone: 203-222-9000