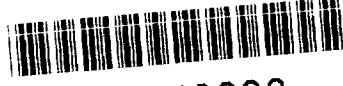


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. 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): Electronic Systems USA, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Kentucky [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Johnson Controls, Inc. Internal Address: Suite 100 Street Address: 9410 Bunsen Parkway City: Louisville State: KY Zip: 40220 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Wisconsin [] 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

3. Nature of conveyance: [] Assignment [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: September 26, 2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,089,909 Additional number(s) attached [] Yes [] No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Cynthia L. Stewart Internal Address: Frost Brown Todd LLC 32nd Floor Street Address: 400 W. Market Street City: Louisville State: KY Zip: 40202-3862

7. Total fee (37 CFR 3.41): \$ 40.00 [] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 024275 (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. Cynthia L. Stewart Signature Date: 10/9/02 Total number of pages including cover sheet, attachments, and document: 7

OFFICE OF COMMERCE RECORDS FINANCE SECTION 2002 OCT -9 AM 9:55

10/15/2002 DBYRNE 00000002 024275 2089909 01 FC:481 40.00 CH

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002598 FRAME: 0190



JOHN Y. BROWN III
SECRETARY OF STATE

CERTIFICATE

I, **JOHN Y. BROWN III**, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of **ARTICLES OF MERGER OF**

ELECTRONIC SYSTEMS USA, INC. WITH AND INTO JOHNSON CONTROLS, INC. FILED SEPTEMBER 28, 2000, EFFECTIVE OCTOBER 1, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.

Done at Frankfort this 2ND day of
OCTOBER, 2002

John Y. Brown III
Secretary of State, Commonwealth of Kentucky

ARTICLES OF MERGER
of
ELECTRONIC SYSTEMS USA, INC. 116434
with and into
JOHNSON CONTROLS, INC. 79001

0079001.09

John Y. Brown III
Secretary of State
Received and Filed
09/28/2000 12:52 PM
Fee Receipt: \$50.00
Pcraire - PAOM

Pursuant to the provisions of the Kentucky Business Corporation Act, the undersigned corporations have adopted the following articles of merger:

1. The plan of merger is as follows:

A copy of the plan of merger is attached as Annex A to these Articles of Merger.

2. If shareholder approval was not required, make a statement to that effect.

Shareholder approval was not required pursuant to Section 271B.11-040 of the Kentucky Business Corporation Act.

3. As to those corporations in which shareholders approval was required, state the designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan:

Not applicable.

4. As to those corporations in which shareholders approval was required, state either the total number of votes cast for and against the plan by each voting group entitled to vote separately on the plan or the total number of undisputed votes cast for the plan separately by each voting group and a statement that the number cast for the plan by each voting group was sufficient for approval by that voting group:

Not applicable.

5. Any other provisions permitted or required by law are:

None

Date: September 26, 2000

ELECTRONIC SYSTEMS USA, INC.
By James H. Keyes
James H. Keyes
President

Date: September 26, 2000

JOHNSON CONTROLS, INC.
By James H. Keyes
James H. Keyes
Chief Executive Officer

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AGREEMENT AND PLAN OF MERGER
BETWEEN
JOHNSON CONTROLS, INC
AND
ELECTRONIC SYSTEMS USA, INC

AGREEMENT AND PLAN OF MERGER (hereinafter called "this Agreement"), dated as of September 28, 2000, by and between JOHNSON CONTROLS, INC. (hereinafter called "the Surviving Parent Corporation"), a Wisconsin corporation, and ELECTRONIC SYSTEMS USA, INC. (hereinafter called "the Merging Subsidiary Corporation"), a Kentucky corporation (said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporation").

WHEREAS, the Board of Directors of the Merging Subsidiary Corporation and a Special Committee appointed by the Board of Directors of the Surviving Parent Corporation deem it advisable and for the general welfare and advantage of the Merging Subsidiary Corporation and the Surviving Parent Corporation that the Merging Subsidiary Corporation be merged into the Surviving Parent Corporation pursuant to this Agreement and the applicable provisions of the laws of the State of Wisconsin and the State of Kentucky:

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the State of Wisconsin and the State of Kentucky, that the Merging Subsidiary Corporation shall be merged into the Surviving Parent Corporation, which shall continue its corporate existence and be the Surviving Corporation, and the terms and conditions of the merger hereby agreed upon (hereinafter called the "Merger") which the parties covenant to observe, keep and perform and the mode of carrying the same into effect are and shall be as hereinafter set forth:

ARTICLE I

Merger

Upon the date herein designated as the effective date of the Merger (hereinafter referred to as the "effective date of the Merger"), the separate existence of the Merging Subsidiary Corporation shall cease and the Merging Subsidiary Corporation shall be merged into the Surviving Parent Corporation. The effective date of the Merger is hereby designated as 12:01 AM on October 1, 2000

ARTICLE II

Name, Articles of Incorporation, Bylaws

The name of the Surviving Parent Corporation shall remain Johnson Controls, Inc. The Restated Articles of Incorporation and the Bylaws of the Surviving Parent Corporation as then in effect shall on the effective date of the Merger remain the Article of Incorporation and the Bylaws of the Surviving Parent Corporation. There shall be no changes to the Restated Articles of Incorporation or Bylaws of the Surviving Parent Corporation.

ARTICLE III

Directors and Officers

The Directors of the Surviving Parent Corporation on the effective date of the Merger shall be the directors of the Surviving Parent Corporation until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by laws and the Bylaws of the Surviving Parent Corporation, the officers of the Surviving Parent Corporation on the effective date of the Merger shall be the officers of the Surviving Parent Corporation.

ARTICLE IV

Conversion and Exchange of Shares

The manner of converting and exchanging the shares of each of the Merging Subsidiary Corporation and the Surviving Parent Corporation shall be as follows.

1. Upon the effective date of the Merger, the 500 shares of Voting Common Stock, no par value, of the Merging Subsidiary Corporation, which shares are the only shares of the Merging Subsidiary Corporation issued and outstanding, shall, by virtue of the Merger and without any action on the part of the holder thereof, be retired and cancelled, and no shares of stock of the Surviving Parent Corporation shall be issued in exchange therefore.
2. Each share of Common Stock of the Surviving Parent Corporation issued and outstanding or in the treasury of the Surviving Parent Corporation on the effective date of the Merger shall continue to be one share of Common Stock of the Surviving Parent Corporation. Each share of Preferred Stock of the Surviving Parent Corporation issued and outstanding or in the treasury of the Surviving Parent Corporation on the effective date of the Merger shall continue to be one share of Preferred Stock of the Surviving Parent Corporation.

ARTICLE V

Effect of the Merger

Upon the date when this Agreement shall become effective, the separate existence of the Merging Subsidiary Corporation shall cease, and such Constituent Corporation shall be merged into the Surviving Parent Corporation, the Surviving Parent Corporation, in accordance with the provisions of this Plan of Merger, shall possess all of the rights, privileges, powers and franchises of a public and private nature and be subject to all of the restrictions, disabilities and duties of each of the corporate parties to this Plan of Merger, and all singular rights, privileges, powers and franchises of each said corporations, and all property, real, personal and mixed, and all debts due to each of such corporations on whatever account, and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Parent Corporation as they were of the respective Constituent Corporation, and the title to any real or personal property, whether by deed or otherwise, vested in any of the corporate parties hereto, shall not revert or be in any way impaired by reason of this Merger, provided that all rights of creditors and parties to leases (assignors, assignees, subleases) and all liens upon and leases (including assignments and subleases) involving the properties of such corporate parties hereto shall be preserved unimpaired, limited in lien or lease rights to the property affected by such liens or leases immediately prior to the time of the Merger, and all debts, liabilities and

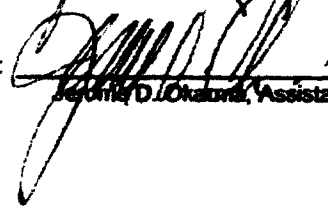
duties of the Merging Subsidiary Corporation shall henceforth attach to the said Surviving Parent Corporation and be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement, pursuant to authority duly given by their respective Boards of Directors, as of the 26th day of September 2000.

JOHNSON CONTROLS, INC.
a Wisconsin Corporation

By: 
James H. Keyes, Chief Executive Officer

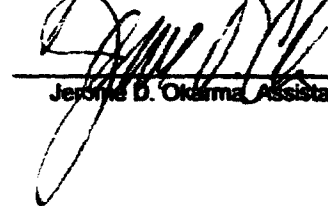
[Corporate Seal]

By: 
Jerome D. Okarma, Assistant Secretary

ELECTRONIC SYSTEMS USA, INC.
a Kentucky corporation

By: 
James H. Keyes, President

[Corporate Seal]

By: 
Jerome D. Okarma, Assistant Secretary

STATE OF WISCONSIN)
) SS
COUNTY OF MILWAUKEE)

Johnson Controls, Inc.

Personally came before me this 28th day of September, 2000, James H. Keyes, Chief Executive Officer and Jerome D. Okuma, Assistant Secretary, of Johnson Controls, Inc., a Wisconsin corporation, to me known to be the persons who executed the foregoing instrument and to me known to be such Chief Executive Officer and Assistant Secretary, respectively, of said corporation, and swore under oath that statements contained therein are true.

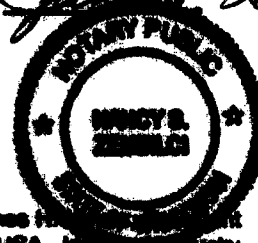
Nancy S. Zemlic
Notary Public, State of Wisconsin
My Commission expires: *June 1, 2004*

STATE OF WISCONSIN)
) SS
COUNTY OF MILWAUKEE)

Electronic Systems USA, Inc.

Personally came before me this 28th day of September, 2000, James H. Keyes, Chief Executive Officer and Jerome D. Okuma, Assistant Secretary, of Electronic Systems USA, Inc., a Wisconsin corporation, to me known to be the persons who executed the foregoing instrument and to me known to be such President and Assistant Secretary, respectively, of said corporation, and swore under oath that statements contained therein are true.

Nancy S. Zemlic
Notary Public, State of Wisconsin
My Commission expires: *June 1, 2004*



FROST BROWN TODD LLC

400 West Market Street
32nd Floor
Louisville, Kentucky 40202-3363
(502) 589-5400
Facsimile (502) 581-1087
www.frostbrowntodd.com

CYNTHIA L. STEWART
Cstewart@fbtlaw.com
(502) 568-0225

October 9, 2002

VIA U.S. EXPRESS MAIL
POST OFFICE TO ADDRESSEE

Commissioner of Patents and Trademarks
Box Assignments
Washington, D. C. 20231

Re: Electronic Systems USA, Inc.
Merger with Johnson Controls, Inc.

Dear Sir:

Enclosed for recording in the U. S. Patent and Trademark Office is a copy of a Certificate from the Commonwealth of Kentucky indicating that Electronic Systems USA, Inc., a Kentucky corporation, merged with and into Johnson Controls, Inc., a Wisconsin corporation, with Johnson Controls, Inc., being the surviving corporation, effective October 1, 2000. I am also enclosing a Recordation Form Cover Sheet and a postage prepaid self-addressed postcard. Please charge Account No. 024275 in the name of Frost Brown Todd Louisville for \$40 in payment of the filing fee.


Please record the enclosed Merger and Recordation Form Cover Sheet and take such other actions as may be necessary to reflect the name of the owner of record of the following registration as "**Johnson Controls, Inc.**"

Mark: NEXSYS
Issued: August 19, 1997
Registration No.: 2,089,909

On the enclosed postcard, please indicate the effective filing date for the enclosed material and return the postcard to the addressee.

Please direct all correspondence in connection with this matter to the undersigned.

Sincerely,


Cynthia L. Stewart

Enclosures

Copy to Karen Cato

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LOUIMDMS/195520.1

OHIO • KENTUCKY • INDIANA • TENNESSEE

RECORDED: 10/09/2002

TRADEMARK
REEL: 002598 FRAME: 0197