

02-05-2003

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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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):

Somero Enterprises, Inc. **2-3-03**

- Individual(s)
- General Partnership
- Corporation-State New Hampshire
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: November 9, 2001

2. Name and address of receiving party(ies)

Name: Somero Enterprises, Inc.

Internal

Address: _____

Street Address: 82 Fitzgerald Dr.

City: Jaffrey State: NH Zip: 03452

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware, USA
- Other _____

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

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

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

A. Trademark Application No.(s) _____

76-465,633

B. Trademark Registration No.(s) _____

1,827,217

Additional number(s) attached Yes No See Schedule A

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

Name: Mark A. Wright

Internal Address: McLane, Graf, Raulerson
& Middleton, PA

Street Address: 900 Elm Street

City Manchester State: NH Zip: 03101

6. Total number of applications and registrations involved: _____

9

7. Total fee (37 CFR 3.41).....\$ 240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Mark A. Wright

Name of Person Signing

[Signature]
Signature

1/22/03
Date

Total number of pages including cover sheet, attachments, and document: **5**

02/04/2003 ECOOPER 00000192 76465633

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

01 FC:0521
02 FC:0522

40.00 OP
200.00 OP

TRADEMARK
REEL: 002664 FRAME: 0103

Schedule A

U.S. Applications (Serial Numbers)

76-465,632

75-796,863

76-410,993

U.S. Registrations (Registration Numbers)

1,940,293

2,113,602

2,059,255

2,059,256

State of Delaware
Office of the Secretary of State

PAGE 1

COPY

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SOMERO ENTERPRISES, INC.", A NEW HAMPSHIRE CORPORATION, WITH AND INTO "SOMERO ENTERPRISES, INC." UNDER THE NAME OF "SOMERO ENTERPRISES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF NOVEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 11:59 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1442001

DATE: 11-13-01

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TRADEMARK
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**CERTIFICATE OF MERGER
OF
SOMERO ENTERPRISES, INC.,
A NEW HAMPSHIRE CORPORATION
WITH AND INTO
SOMERO ENTERPRISES, INC.,
A DELAWARE CORPORATION**

(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)

Somero Enterprises, Inc., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:

- (a) Somero Enterprises, Inc., a New Hampshire corporation ("AC"); and
- (b) Somero Enterprises, Inc., a Delaware corporation ("SC").

2. A Plan and Agreement of Merger (the "Agreement") has been approved, adopted, certified, executed and acknowledged by AC and SC in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The Agreement provides that the merger herein certified shall be effective at 11:59 p.m. Eastern Time on December 31, 2001 (the "Effective Time").

4. The name of the surviving corporation in the merger herein certified is Somero Enterprises, Inc., which will continue its existence as said surviving corporation under its present name upon the Effective Time of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The certificate of incorporation of SC, as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended or repealed pursuant to the provisions of the General Corporation Law of the State of Delaware.

6. SC is a corporation of the State of Delaware.

7. The executed Agreement is on file at the principal place of business of SC at 82 Fitzgerald Drive, Jaffrey, New Hampshire 03452.

8. A copy of the Agreement will be furnished by SC, on request and without cost, to any stockholder of AC or SC.

9. The authorized capital stock of AC is 10,000,000 shares of common stock, \$.01 par value.

10. The Agreement provides that the Agreement may be terminated or amended prior to the Effective Time in accordance with the provisions of Sections 252(e) and 251(d) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, SC has caused this certificate to be signed by John T. Cooney, its authorized officer, on the 25 day of October, 2001.

SOMERO ENTERPRISES, INC., a
Delaware corporation

By: John T. Cooney
Its: President