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U.S. Department of Commerce
Patent and Trademark Office



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To the Honorable Commissioner of Patents and Tr

iginal documents or copy thereof.

1. Name of conveying party(ies):

INFICONSUB Inc.

- Individual
- General Partnership
- Corporation - Delaware
- 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: January 3, 2003

New Vision Microelectronic Manufacturing Systems, Inc.
One Cambridge Center
Cambridge, Massachusetts 02142

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - Delaware
- 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 registration number(s):

A. Trademark Application No.(s): 78/118115

B. Trademark Registration No(s): 2053444

Additional numbers attached? Yes No

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

Name: Donna M. Weinstein, Esq.

Internal Address: Foley Hoag LLP

Street Address: World Trade Center West, 155 Seaport Blvd.

City: Boston State: MA ZIP: 02210-2600

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):.....\$65
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
06-1446
(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.

Donna M. Weinstein, Esq.
Name of Person Signing

Signature

February 20, 2003
Date

Total number of pages comprising cover sheet: 1

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**CERTIFICATE OF MERGER
OF
INFICON&US INC.
INTO
NEW VISION MICROELECTRONIC
MANUFACTURING SYSTEMS, INC.**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation does hereby certify:

FIRST. That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
INFICON&US Inc.	Delaware
New Vision Microelectronic Manufacturing Systems, Inc.	Delaware

SECOND. That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD. That the name of the surviving corporation of the merger is New Vision Microelectronic Manufacturing Systems, Inc., a Delaware corporation.

FOURTH. The amended and restated Certificate of Incorporation of the surviving corporation is attached hereto as Exhibit A.

FIFTH. That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is One Cambridge Center, Cambridge Massachusetts 02142.

SIXTH. That a copy of the Agreement and Plan of Merger will be furnished on request and without cost to any stockholder of any constituent corporation.

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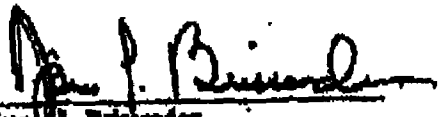
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 01/09/2003
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JAN-03 2003 FRI 02:43 PM NAT. CORP. RESEARCH, LTD FAX NO. 3

P. 02/02

IN WITNESS WHEREOF, said surviving corporation has caused this Certificate to be signed by an authorized officer this 31st day of January, 2003.

NEW VISION MICROELECTRONIC
MANUFACTURING SYSTEMS, INC.

By: 
Name: James L. Bristenden
Title: President

NY11011020111

Exhibit A

CERTIFICATE OF INCORPORATION
OF
NEW VISION MICROELECTRONIC MANUFACTURING SYSTEMS, INC.

FIRST: The name of the corporation (the "Corporation") is INFICON LT INC.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, Delaware, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company.

THIRD: The Corporation shall have a perpetual existence.

FOURTH: The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FIFTH: The total number of shares of capital stock that the Corporation has the authority to issue is 200 shares of one class only, which shares shall be without par value.

SIXTH: In furtherance of and not in limitation of powers conferred by statute, it is further provided that:

(a) Subject to the limitations and exceptions, if any, contained in the by-laws of the Corporation, such by-laws may be adopted, amended or repealed by the board of directors of the Corporation.

(b) Elections of directors need not be by written ballot unless, and only to the extent, otherwise provided in the by-laws of the Corporation.

(c) Subject to any applicable requirements of law, the books of the Corporation may be kept outside the State of Delaware at such location or locations as may be designated by the board of directors of the Corporation or in the by-laws of the Corporation.

(d) Except as provided to the contrary in the provisions establishing a class of stock, the number of authorized shares of such class may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, voting as a single class.

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TRADEMARK

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SEVENTH: The Corporation shall indemnify each person who at any time is, or shall have been, a director or officer of the Corporation and was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred in connection with any such action, suit or proceeding, to the maximum extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which any such director or officer may be entitled, under any by-law, agreement, vote of directors or stockholders or otherwise. No amendment to or repeal of the provisions of this Article SEVENTH shall deprive a director or officer of the benefit hereof with respect to any act or failure to act occurring prior to such amendment or repeal.

EIGHTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

NINTH: No director of the Corporation shall be personally liable to the Corporation or to any of its stockholders for monetary damages arising out of such director's breach of fiduciary duty as a director of the Corporation, except to the extent that the elimination or limitation of such liability is not permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended. No amendment to or repeal of the provisions of this Article NINTH shall deprive any director of the Corporation of the benefit hereof with respect to any act or failure to act of such director occurring prior to such amendment or repeal.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the General Corporation Law of the State of Delaware and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

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Delaware

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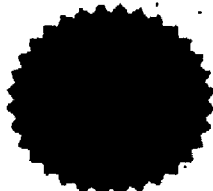
The First State

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:

"INFICONSUB INC.", A DELAWARE CORPORATION,

WITH AND INTO "NEW VISION MICROELECTRONIC MANUFACTURING SYSTEMS, INC." UNDER THE NAME OF "INFICON LT INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JANUARY, A.D. 2003, AT 1 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

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AUTHENTICATION: 2185203

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DATE: 01-03-03