

03-17-2003

RECORD
1



2-28-03

102391590

OFFICE OF THE SECRETARY
2001 PTO-2-1594 (Rev. 11/92)
FIM: 102391590

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

1. Name of conveying party(ies):
Empak, Inc.

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies):
Name: Entegris, Inc.
Internal Address:
Street Address: 3500 Lyman Boulevard
City: Chaska State: MN ZIP: 55318

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

If assignee is not domiciled in the United States
a domestic representative designation is attached:
 Yes No
(Designation must be a separate document from
Assignment)

Execution Date: August 22, 2001 Yes No

4. Application number(s) or registration number(s): 75/529,997

A. Trademark Application No.(s)
75/529,997

B. Trademark Registration No.(s)

~~Additional numbers attached?~~ Yes No

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

Name: Michael A. Bondi
Internal Address: 4800 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402-2100
Street Address: 4800 IDS Center
80 South Eighth Street
City: Minneapolis State: MN 55402-2100

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: 16-0631
(Attached duplicate copy of this page if
paying by deposit account)

DO NOT USE THIS SPACE

03/14/2003 LHMELLER 00000159 160631 75529997

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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.

Michael A. Bondi

Name of Person Signing

Michael Bondi

Signature

2/24/03

Date

Total number of pages comprising cover sheet: 7

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

10R-971

ARTICLES OF MERGER
OF
EMPAK, INC. WITH AND INTO ENTEGRIS, INC.

The following Articles of Merger are being filed pursuant to Minnesota Statutes Section 302A.621, to reflect the merger of EMPAK, Inc., a Minnesota corporation ("Subsidiary"), with and into Entegris, Inc., a Minnesota corporation ("Parent"), for purposes of combining the two corporations.

1. Plan of Merger. A copy of the Plan of Merger is attached hereto as Exhibit A, and incorporated herein by reference.

2. Outstanding Shares. The number of outstanding shares of each class and series of Subsidiary and the number of such shares of each class and series of Subsidiary owned by Parent, directly or indirectly through related corporations are as follows:

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned by Parent</u>
Common	6,550,662	6,550,662

3. Mailing to Shareholders. A copy of the Plan of Merger was not mailed to each shareholder of Subsidiary because Parent owns 100% of the outstanding and issued shares of stock of Subsidiary.

4. Approval of Plan of Merger. The Plan of Merger was approved by Parent pursuant to Minnesota Statutes Section 302A.621.

5. Effective Date. The merger is to be effective on August 22, 2001.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on August 22, 2001.

ENTEGRIS, INC.

By: [Signature]
Stan Geyer
Its: Chairman

EMPAK, INC.

By: [Signature]
James Dauwalter
Its: Chief Executive Officer

008498

EXHIBIT A
PLAN OF MERGER

THIS AGREEMENT, dated August ____, 2001, by and among Eniegris, Inc., a Minnesota corporation, with its principal office located at 3500 Lyman Boulevard, Chaska, Minnesota 55318 ("Parent"), and Fluoroware, Inc., a Minnesota corporation with its principal office located at 3500 Lyman Boulevard, Chaska, Minnesota 55318 ("Fluoroware"), and EMPAK, Inc., a Minnesota corporation with its principal office located at 3500 Lyman Boulevard, Chaska, Minnesota 55318 ("Empak") (Fluoroware and Empak shall each be referred to as a "Subsidiary" and collectively as the "Subsidiaries") (Parent and Subsidiaries each shall be referred as a "constituent corporation" and collectively as the "constituent corporations").

WHEREAS, Parent currently owns 15,545,073 shares of common stock of Fluoroware, par value \$0.01 per share, which constitutes one hundred percent (100%) of the outstanding shares of stock of Fluoroware, and

WHEREAS, Parent currently owns 6,550,662 shares of common stock of Empak, par value \$0.01 per share, which constitutes one hundred percent (100%) of the outstanding shares of stock of Empak, and

WHEREAS, the constituent corporations intend to merge each Subsidiary with and into Parent, with Parent being the surviving corporation, pursuant to Minnesota Statutes Section 302A.621, in order that the transaction qualify as a liquidation of Subsidiary pursuant to Section 332 of the Internal Revenue Code, as amended (the "Code").

NOW THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the parties hereby agree as follows:

1. Surviving Corporation. On the effective date of the merger, each Subsidiary shall merge with and into Parent pursuant to Minnesota Statutes Section 302A.621, the constituent corporations shall become a single entity. Parent shall be the surviving corporation, and the separate existence of each Subsidiary shall cease.

2. Conversion of Shares. On the effective date of the merger, all the outstanding shares of stock of each Subsidiary shall be surrendered and canceled. The shares of common stock of Parent, whether authorized or issued on the effective date of the merger, shall not be converted, exchanged, or otherwise affected as a result of the merger, and no new shares of stock shall be issued by reason of this merger.

3. Assets and Liabilities.

3.1 Assets. On the effective date of the merger, Parent shall possess all the assets, rights, privileges, immunities, and franchises of a public and private nature, of

each of the constituent organizations, and shall be subject to all of the restrictions, disabilities and duties of each Subsidiary. All property, real, personal and mixed, and all debts due on any account, and all other choses in action, and every other interest of or belonging to or due to each of the Subsidiaries shall be deemed to be transferred to and vested in Parent without any other further act or deed. Title to any property or any interest therein, vested in any of the constituent organizations shall not revert nor in any way become impaired by reason of the merger. Confirmatory deeds, assignments, or similar instruments to accomplish such vesting may be signed and delivered at any time in the name of a constituent organization by its current officers or managers, as the case may be, or if the organization no longer exists, by its last officers or managers, as the case may be.

3.2 Liabilities. On the effective date of the merger, Parent shall be deemed responsible and liable for all the liabilities and obligations of each of the constituent corporations. Any claims existing by or against a constituent corporation may be prosecuted to judgment as if the merger had not taken place, or Parent may be substituted in place of the constituent corporation. Neither the rights of creditors nor any liens upon the property of a constituent corporation are impaired by this merger. Each Subsidiary shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of each Subsidiary.

4. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Parent currently in effect shall continue to be and remain its articles of incorporation following the effective date of the merger, until the same shall be altered or amended.

5. Bylaws of Surviving Corporation The Bylaws of Parent currently in effect shall continue to be and remain its Bylaws until the same shall be altered, amended, or repealed.

6. Directors and Officers of Surviving Corporation. The directors and officers of Parent in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of Parent for the term elected until their respective successors shall be elected or appointed and qualified.

7. Expenses of Merger. Parent shall pay all the expenses of accomplishing the merger.

8. Subsequent Acts. If at any time Parent shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in Parent the title to any property or rights of either Subsidiary or to otherwise carry out the provisions hereof, the proper officers and directors of such Subsidiary as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Parent and to otherwise carry out the provisions hereof.

9. Abandonment of Merger. At any time prior to the filing of the articles of merger with the Minnesota Secretary of State, the proposed merger may be abandoned by the constituent corporations pursuant to this provision.

10. Effective Date. The effective date of this merger shall be _____.

IN WITNESS WHEREOF, the undersigned have executed this plan of merger on the day and year first above written.

PARENT:
ENTEGRIS, INC.

SUBSIDIARIES:
FLUOROWARE, INC.

By: _____
Stan Geyer
Its Chairman

By: _____
Stan Geyer
Its Chairman

EMPAK, INC.

By: _____
James Dauwalter
Its Chief Executive Officer

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG 22 2001 *L*

Mary Hoffmeyer
Secretary of State

State of Minnesota

SECRETARY OF STATE*Certificate of Merger*

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: EMPAK, INC.

MN: ENTEGRIS, INC.

State of Formation and Name of Surviving Entity:

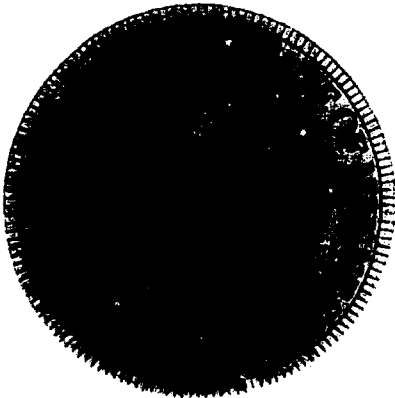
MN: ENTEGRIS, INC.

Effective Date of Merger: August 22, 2001

Name of Surviving Entity After Effective Date of Merger:

ENTEGRIS, INC.

This certificate has been issued on: August 22, 2001



Mary Kiffmeyer
Secretary of State.