

05-01-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RE



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102435723

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

1. Name of conveying party(ies): Stewart Warner Instrument Corporation 4-28-03
Individual(s) Association General Partnership Limited Partnership
[checked] Corporation-State - Illinois
Additional name(s) of conveying party(ies) attached? [ ] Yes [checked] No

2. Name and address of receiving party(ies)
Name: Maxima Technologies, Inc.
Internal Address:
Street Address: 1811 Rohrerstown Road
City: Lancaster State: PA Zip: 17601
Individual(s) citizenship Association General Partnership Limited Partnership
[checked] Corporation-State Pennsylvania
If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [checked] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [ ] Yes [checked] No

3. Nature of conveyance:
Assignment Merger Security Agreement Change of Name Other
Execution Date: January 3, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1,490,858
Additional number(s) attached [ ] Yes [checked] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Shaun E. Ryan, Esq.
Internal Address: Bingham McCutchen LLP
Street Address: 150 Federal Street
City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved: one
7. Total fee (37 CFR 3.41) \$ 40.00
Enclosed Authorized to be charged to deposit account
8. Deposit account number: 500927

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9. Signature.
Shaun E. Ryan Name of Person Signing
Signature
April 28, 2003 Date

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

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

PLAN OF MERGER  
of  
STUART WARNER INSTRUMENT CORPORATION  
with and into  
MAXIMA TECHNOLOGIES, INC.

PLAN OF MERGER approved on December 31, 2002 by Maxima Technologies, Inc., a business corporation incorporated under the laws of the Commonwealth of Pennsylvania (the "Parent Corporation"), and by resolution adopted by its Board of Directors on said date.

1. Stewart Warner Instrument Corporation (the "Subsidiary Corporation") shall, pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and pursuant to the provisions of the Business Corporation Act of 1983 of the State of Illinois, be merged into the Parent Corporation, which shall be the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania, and which shall continue to exist as said surviving corporation pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania. The separate existence of the Subsidiary Corporation, which is a wholly-owned subsidiary of the Parent Corporation, shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Act of 1983 of the State of Illinois.

2. The Articles of Incorporation of the Parent Corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall be the Articles of Incorporation of said Parent Corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

3. The issued shares of the Subsidiary Corporation shall not be converted or exchanged in any manner inasmuch as the Parent Corporation presently owns directly all of the outstanding shares of said Subsidiary Corporation and will continue to own said shares prior to the adoption of this Plan of Merger and prior to the effective date thereof. Each of the issued shares of the Subsidiary Corporation shall be surrendered and extinguished upon the effective date of the merger in the jurisdiction of its organization. The issued shares of the Parent Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Parent Corporation.

4. In the event that this Plan of Merger shall have been duly approved and adopted on behalf of the Parent Corporation in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and that the merger of the Subsidiary Corporation into the Parent Corporation shall have been fully authorized in accordance with the provisions of said Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, and, in the event that this Plan of Merger shall have been fully approved on behalf of the Subsidiary Corporation in the manner prescribed by the provisions of the Business Corporation Act of 1983 of the State of Illinois, the Parent

Corporation and the Subsidiary Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Illinois and the laws of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

5. Any officer of the Parent Corporation and any officer of the Subsidiary Corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania; and the Board of Directors and the proper officers of the Parent Corporation and of the Subsidiary Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles/Certificate of Merger

(15 Pa.C.S.)

Entity Number

88877

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name

Address

City

State

Zip Code

Document will be returned to the name and address you enter to the left.



Fee: \$108 plus \$28 additional for each Party in additional to two

Filed in the Department of State on JAN 03 2003

*C. Michael Stewart*  
Secretary of the Commonwealth

JK

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:

Maxima Technologies, Inc.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider County

c/o Corporation Service Company Dauphin County

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider County

c/o

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

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3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
<u>Stewart Warner Instrument Corporation - Not Qualified</u>			

4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
<u>Adopted by action of the board of directors of the parent corporation pursuant to 15 Pa.</u>	
<u>C.S. Section 1924 (b) (3)</u>	<u>Maxima Technologies, Inc.</u>

6. Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.

The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

Number and street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

31<sup>st</sup> day of December,

2002.

Stewart Warner Intrument Corporation  
Name of Corporation/Limited Partnership

  
Signature

Joseph W. McHugh, Jr., President  
Title

Maxima Technologies, Inc.  
Name of Corporation/Limited Partnership

  
Signature

Joseph W. McHugh, Jr., Vice President  
Title