

05-01-2003

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):
Charles Evans & Associates, Inc. **4.28.03**

- Individual(s)
- General Partnership
- Corporation-State- California
- 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

2. Name and address of receiving party(ies)
Name: Physical Electronics, Inc.

Internal Address:

Street Address: 6509 Flying Cloud Drive
City: Eden Prairie State: MN Zip: 55344

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State 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) _____
See Attached Schedule A

B. Trademark Registration No.(s) _____
See Attached Schedule A

Additional number(s) attached Yes 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

04/30/2003 TBIAZI 00000028 78102537
01 FC:0521 40.00 OP
02 FC:0522 175.00 OP

Street Address: 150 Federal Street

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
500927

DO NOT USE THIS SPACE

9. Signature.

Shaun E. Ryan
Name of Person Signing

S. Ryan
Signature

April 28, 2003
Date

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

OFFICE OF RECEIVING RECORDS
2003 APR 28 AM 7:11
FINANCE SECTION

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

TRADEMARK
REEL: 002723 FRAME: 0506

Trademark Schedule A
Charles Evans & Associates, Inc. merged into Physical Electronics, Inc.

| <u>MARK</u> | <u>Registration/Serial No.</u> |
|---------------------------------|---------------------------------------|
| EAGLABS | 78/102,537 |
| EAG | 78/102,532 |
| EVANS ANALYTICAL GROUP | 78/102,526 |
| REPLOT-PXT | 2,639,841 |
| CONTROL-PXT | 2,621,587 |
| CEA | 2,135,922 |
| CEA | 2,261,902 |
| CHARLES EVANS AND ASSOCIATES | 1,922,670 |

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**Charles Evans & Associates, Inc.
(a California corporation)**

into

**Physical Electronics, Inc.
(a Delaware corporation)**

Pursuant to Section 253 of the Delaware General Corporation Law

It is hereby certified that:

1. Physical Electronics, Inc. (the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of capital stock of Charles Evans & Associates, Inc. which is a business corporation of the State of California.

3. The laws of the jurisdiction of organization of Charles Evans & Associates, Inc., permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges Charles Evans & Associates, Inc. into the Corporation.

5. The following is a copy of the resolutions adopted on December 31, 2002 by the Board of Directors of the Corporation to merge the said Charles Evans & Associates, Inc. (the "Subsidiary") into the Corporation:

RESOLVED: That the proposed merger of the Subsidiary with and into the Corporation, as presented to the Board of Directors, is determined to be in the best interests of the Corporation and is therefore approved.

RESOLVED: That, all of the estate, property, rights, privileges, powers, and franchises of the Subsidiary be vested in and held and enjoyed by the Corporation fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name.

RESOLVED: That the Corporation shall assume all of the obligations of the Subsidiary.

RESOLVED: That the issued shares of the Subsidiary shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as the Corporation is the owner of all outstanding shares of the Subsidiary but each said share which is issued as of the complete effective date of the merger shall be surrendered and extinguished.

RESOLVED: That the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

RESOLVED: That the effective date of the Merger shall be upon filing.

Executed on December 31, 2002

PHYSICAL ELECTRONICS, INC.

By: 
Joseph W. McHugh, Vice President

Delaware

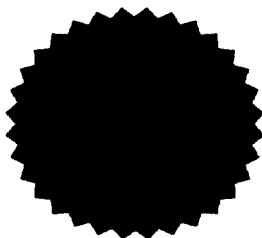
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The First State

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 OWNERSHIP, WHICH MERGES:

"CHARLES EVANS & ASSOCIATES, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "PHYSICAL ELECTRONICS, INC." UNDER THE NAME OF "PHYSICAL ELECTRONICS, 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 1:02 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2380754 8100M

030017643

RECORDED: 04/28/2003

AUTHENTICATION: 2195798

DATE: 01-09-03
TRADEMARK

REEL: 002723 FRAME: 0510