

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Process Systems International, Inc.		04/03/2000	CORPORATION:

RECEIVING PARTY DATA	
Name:	Chart Inc.
Street Address:	5885 Landerbrook Drive
City:	Cleveland
State/Country:	OHIO
Postal Code:	44124
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	0740009	CVI

CORRESPONDENCE DATA	
Fax Number:	(312)236-7516
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	312-368-8921
Email:	laura.janson@piperrudnick.com
Correspondent Name:	R. Blake Johnston, Esq.
Address Line 1:	Piper Rudnick LLP P.O. Box 64807
Address Line 4:	Chicago, ILLINOIS 60664-0807

ATTORNEY DOCKET NUMBER:	246251-000003
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NAME OF SUBMITTER:	Laura Janson
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Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"CRYENCO, INC.", A COLORADO CORPORATION,

"CRYENCO SCIENCES, INC.", A DELAWARE CORPORATION,

"PROCESS SYSTEMS INTERNATIONAL, INC.", A MASSACHUSETTS CORPORATION,

WITH AND INTO "CHART INC." UNDER THE NAME OF "CHART INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2000, AT 10 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2049930 8100M

TRADEMARK

AUTHENTICATION: 0355175
REEL: 002753 FRAME: 0337

CERTIFICATE OF MERGER
OF
CRYENCO SCIENCES, INC.
CRYENCO, INC.
PROCESS SYSTEMS INTERNATIONAL, INC.
AND
CHART INC:

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Cryenco Sciences, Inc., which is incorporated under the laws of the State of Delaware ("Cryenco Sciences");
 - (ii) Cryenco, Inc., which is incorporated under the laws of the State of Colorado ("Cryenco");
 - (iii) Process Systems International, Inc., which is incorporated under the laws of the State of Massachusetts ("Process Systems"); and
 - (iv) Chart Inc., which is incorporated under the laws of the State of Delaware ("Chart").
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Cryenco and Process Systems in accordance with the laws of the States of their incorporation and by Cryenco Sciences and Chart in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is Chart Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of Chart, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 5885 Landerbrook Drive, Suite 150, Cleveland, Ohio 44124.

{GJD2045;1}

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REEL: 002753 FRAME: 0338

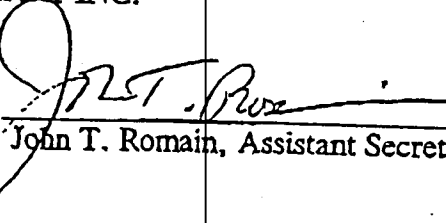
6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Cryenco, Inc. consists of 1000 common shares of \$1.00 par value, and the authorized capital stock of Process Systems International, Inc. consists of 200,000 common shares of No Par Value.

Dated: March 30, 2000

CHART INC.

By:


John T. Romain, Assistant Secretary

Process Systems International, Inc. Chart Inc.
FEDERAL IDENTIFICATION NO. 04-3126695 FEDERAL IDENTIFICATION NO. 41-1396485

Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ~~CONSOLIDATION~~ / *MERGER (General Laws, Chapter 156B, Section 79)

~~Consolidation~~ *merger of

Process Systems International, Inc.
a Massachusetts corporation

Chart Inc.

the constituent corporations, into

Chart Inc.

~~Consolidation~~ / *one of the constituent corporations organized under the laws of: Delaware

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~resulting~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.
2. The effective date of the ~~consolidation~~ *merger determined pursuant to the agreement of ~~consolidation~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

*The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

NONE

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

- C
- P
- M
- R.A.

*Delete the inapplicable words.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet.

TRADEMARK

REEL: 002753 FRAME: 0340

P.C.

SECRETARY OF THE COMMONWEALTH
00 MAR 31 AM 11:33
CORPORATION DIVISION

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the resulting / surviving corporation is organized under the laws of a state other than Massachusetts.

~~4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the *resulting / *surviving corporation.~~

~~(a) The street address of the *resulting / *surviving corporation in Massachusetts is: (post office boxes are not acceptable)~~

~~(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:~~

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:		
Treasurer:		
Clerk:		
Directors:		

(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:

~~(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:~~

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The ~~resulting /~~ *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~resulting /~~ *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / ~~Vice President~~ and ~~Clerk~~ *Assistant Clerk of Process Systems International, Inc. a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~consolidation~~ *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

James R. Sadowski
James R. Sadowski

....., *President / ~~Vice President~~

John T. Romain
John T. Romain

....., ~~Clerk~~ *Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Assistant Secretary

of Chart Inc., a corporation organized under the laws of

Delaware, further state under the penalties of perjury that the agreement of ~~consolidation~~ /

*merger has been duly adopted by such corporation in the manner required by the laws of Delaware

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties...

James R. Sadowski
James R. Sadowski, President
TRADEMARK
REEL: 002753 FRAME: 0342

THE COMMONWEALTH OF MASSACHUSETTS
ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ _____, having been paid,
said articles are deemed to have been filed with me this _____
day of _____, 19 _____.

Effective date _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

CT Corporation
101 Federal St
Boston, MA 02110

Telephone: _____

TRADEMARK