

Attorney Docket No.: G0703.20041US00, G0703.20043US00

Form PTO-1594
(Rev.03/01)
OMB No.0651-0027 (exp. 5/31/2002)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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.

<p>1. Name of conveying party(ies) General Scanning Inc. Corporation of: Massachusetts Additional name(s) of conveying party(ies) attached? NO</p>	<p>2. Name and address of receiving party(ies): Name: GSI Lumonics Corporation Street Address: 39 Manning Road Billerica, MA 01821 Corporation of: Michigan If assignee is not domiciled in the United States, a domestic representative designation is attached. NO (Designations must be a separate document from assignment.) Additional name(s) & address(es) attached? NO</p>
<p>3. Nature of conveyance: Merger Execution Date: June 30, 2003</p>	


4. Application number(s) or Registration number(s):

A. Trademark Application No(s):	B. Trademark Registration No(s): 2140291, 2140292
Additional number(s) attached? NO	

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Douglas R. Wolf Wolf, Greenfield & Sacks. P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210</p>	<p>6. Total number of applications and registrations involved: 2</p>
	<p>7. Total fee (37 CFR 3.41) 65.00 [X] the Commissioner is authorized to charge the fee to the account of the undersigned. 8. Deposit account number: 23/2825</p>

DO NOT USE THIS SPACE

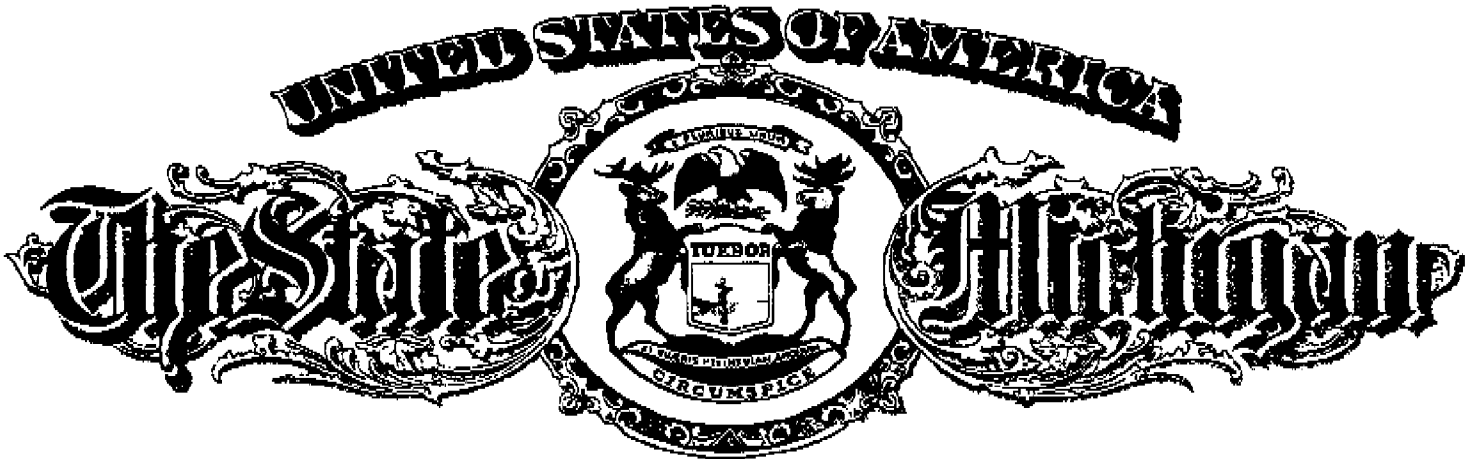
9. Signature

Douglas R. Wolf		February 2, 2004
Name of Person Signing	Signature	Date

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

Fax documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
703-306-5995

CH \$66.00 232826 2140291



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 12th day of November, 2003

Andrew S. [Signature], Director

Bureau of Commercial Services

TRADEMARK

REEL: 002785 FRAME: 0204

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the MERGER DOCUMENT

for

GSI LUMONICS CORPORATION

ID NUMBER: 047949

received by facsimile transmission on June 26, 2003 is hereby endorsed filed on June 27, 2003 by the Administrator. The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Effective Date: June 30, 2003



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 27th day of June, 2003.

, Director

Bureau of Commercial Services

Sent by Facsimile Transmission 03181

GOLD SEAL APPEARS ONLY ON ORIGINAL

TRADEMARK

REEL: 002785 FRAME: 0205

C&S 551 (Rev. 10/00)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	

Name Timothy R. Damschroder - Bodman, Longley & Dahling LLP		
Address 110 Miller, Suite 300		
City Ann Arbor	State Michigan	Zip Code 48104

EFFECTIVE DATE:
 Expiration date for new assumed names: December 31,
 Expiration date for transferred assumed names appear in Item 6

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER
 For use by Parent and Subsidiary Profit Corporations
 (Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is:

GSI Lumonics Corporation	047949
General Scanning Inc., a Massachusetts corporation	

b. The name of the surviving corporation and its identification number is:

GSI Lumonics Corporation	047949
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c. For each subsidiary corporation, state:

Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation in each class
General Scanning Inc.	100 - Common	100 - Common

d. The manner and basis of converting the shares of each constituent corporation is as follows:

Upon the effective date of the merger, by virtue of the merger and without any action on the part of the shareholders, each issued and outstanding share of the common stock of General Scanning, Inc. shall be cancelled and shall be void of no further effect.

e. The amendments to the Articles or a Restatement of the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

N/A

f. Other provisions with respect to the merger are as follows:

None.

2. The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

3. (Delete if not applicable)

4. (Delete if not applicable)

5. (Complete only if an effective date is desired other than the date of filing)
The merger shall be effective on the 30th day of June, 2003

Signed this 24th day of June, 2003

GSI Lumonics Corporation

(Name of parent corporation)

By 
(Signature of an authorized officer or agent)

Charles D. Winston, President

(Type or Print Name)