

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	MERGER
-----------------------	--------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CIM-Tech Solutions, Inc.		05/30/2000	CORPORATION: MINNESOTA

RECEIVING PARTY DATA	
Name:	Gusmer Machinery Group, Inc.
Street Address:	One Gusmer Drive
City:	Lakewood
State/Country:	NEW JERSEY
Postal Code:	08701
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	2267997	CIM-TECH
Registration Number:	2237880	CIM TECH
Registration Number:	2140111	ROUTER-CIM
Registration Number:	2097113	SECOND-SHIFT

CORRESPONDENCE DATA	
Fax Number:	(312)674-4779
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	312/674-4780
Email:	dfrohling@loeb.com
Correspondent Name:	Daniel D. Frohling
Address Line 1:	200 South Wacker Drive
Address Line 2:	Suite 3100
Address Line 4:	Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	466800-10002
-------------------------	--------------

NAME OF SUBMITTER:	Daniel Frohling
--------------------	-----------------

CH \$115.00 2267997

Total Attachments: 6

source=merger#page1.tif

source=merger#page2.tif

source=merger#page3.tif

source=merger#page4.tif

source=merger#page5.tif

source=merger#page6.tif

State of Delaware

PAGE 1

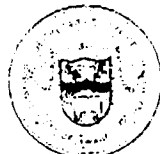
Office of the Secretary of State

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:

"CIM-TECH SOLUTIONS, INC.", A MINNESOTA CORPORATION,
WITH AND INTO "GUSMER MACHINERY GROUP, INC." UNDER THE NAME OF "GUSMER MACHINERY GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MAY, A.D. 2000, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MAY, A.D. 2000.

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



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

2566061 8100M

001273429

AUTHENTICATION: 0470058

DATE: 05-31-00

TRADEMARK
REEL: 002810 FRAME: 0842

MAY-30-2000 13:35 FROM CT CORPORATION SYSTEM

TO 13026746342
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 05/30/2000
001273429 - 2566061

CERTIFICATE OF MERGER

OF

GUSMER MACHINERY GROUP, INC.

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
CIM-TECH SOLUTIONS, INC.	MINNESOTA
GUSMER MACHINERY GROUP, INC.	DELAWARE

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is GUSMER MACHINERY GROUP, INC., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of GUSMER MACHINERY GROUP, INC., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is One Gusmer Drive, Lakewood, New Jersey, 08701-8055.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

MAY-30-2000 13:37 FROM CT CORPORATION SYSTEM

TO 13026749340

P.03/07

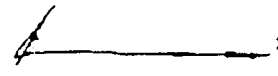
SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

Corporation	Class	Number of Shares	Par value per share or statement That shares are without par value
CIM-TECH SOLUTIONS, INC.	Common	265	N/A

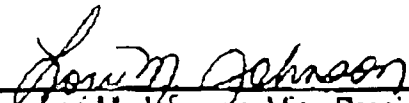
EIGHTH: That this Certificate of Merger shall be effective on May 31, 2000.

Dated: May 30, 2000.

CIM-TECH SOLUTIONS, INC.

By: 
Philip E. Kamins, Chief Executive Officer

GUSMER MACHINERY GROUP, INC.

By: 
Lori M. Johnson, Vice President

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF
CIM-TECH SOLUTIONS, INC.,
a Minnesota corporation

ACTING IN LIEU OF ANNUAL MEETING

The undersigned, constituting all of the directors of CIM-Tech Solutions, Inc., a Minnesota corporation (the "Corporation"), consent by this writing to take the following actions, to adopt the following resolutions and to transact the following business of the Corporation pursuant to the authority of the Minnesota General Corporation Law:

WHEREAS, it has been deemed to be in the best interests of the Corporation to enter into an Agreement of Merger and Plan of Merger and Reorganization by and among the Corporation and Gusmer Machinery Group, Inc., a Delaware corporation to be effective as of 9:01 a.m. on May 31, 2000, a copy of which is attached hereto;

RESOLVED, that the Board of Directors of the Corporation has determined that the merger of this Corporation with Gusmer Machinery Group, Inc. upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to this Board is in the best interests of this Corporation and is recommended as acceptable to the stockholders;

FURTHER RESOLVED, that, the form and contents of the draft of the Agreement of Merger and Plan of Merger and Reorganization, to be entered into among this Corporation and Gusmer Machinery Group, Inc, presented to this meeting is hereby approved and adopted; and

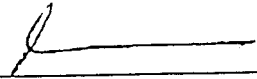
FURTHER RESOLVED, that, the Chairman of the Board, the President, or any Vice President and the Secretary or an Assistant Secretary of this Corporation are authorized and directed in the name and on behalf of this Corporation and under its corporate seal to execute and deliver an Agreement of Merger and Plan of Merger and Reorganization in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said officers may approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, that the Agreement of Merger and Plan of Merger and Reorganization be submitted to the stockholders of this Corporation at a special meeting of stockholders for the purpose of acting on the Agreement of Merger and Plan of Merger and Reorganization and such other matters as may properly come before such meeting; and that the proper officers of the Corporation be, and they hereby are, authorized and directed to take such action as may be necessary or desirable to convene such meeting at the earliest practicable date;

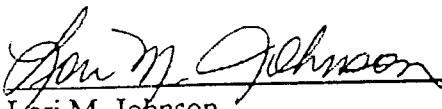
FURTHER RESOLVED, that upon due approval of the Agreement of Merger and Plan of Merger and Reorganization by the stockholders of this Corporation, that the proper officers of this Corporation be and hereby are authorized and directed to file a Certificate of Merger in the State of

Delaware, Articles of Merger in the State of Minnesota, and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and


FURTHER RESOLVED, that the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions.



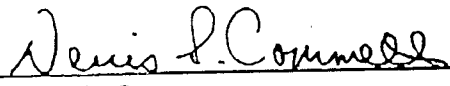
Philip E. Kamins



Lori M. Johnson



T. C. Cheong



Denis S. Commette

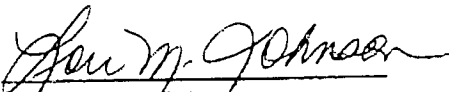
WRITTEN CONSENT OF THE SOLE SHAREHOLDER
OF
CIM-TECH SOLUTIONS, INC.,
a Minnesota corporation

The undersigned, being the owner and holder of all of the issued and outstanding shares of capital stock of CIM-Tech Solutions, Inc., a Minnesota corporation (the "Corporation"), acting pursuant to and in accordance with the applicable laws of the State of Minnesota, hereby adopts the following resolution:

BE IT RESOLVED, that the Sole Shareholder hereby consents to the merger of this Corporation with Gusmer Machinery Group, Inc. upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to the Sole Shareholder and as referred to in the Unanimous Consent of Directors of even date herewith, as well as to the execution, delivery and performance by Company of the Agreement as contemplated in the Unanimous Consent of Directors.

IN WITNESS WHEREOF, the undersigned has executed this Consent effective as of May 31, 2000.

CIM-TECH SOLUTIONS, INC.

By: 
Lori M. Johnson
as its Vice President