

09-04-2003



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(Rev. 10/02)  
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Tab settings

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

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

1. Name and address of conveying party(ies):  
  
Airsensors, Inc.  
708 Industry Drive  
Seattle, WA 98188  
  
 Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State (Delaware)  
 Other \_\_\_\_\_

2. Name and address of receiving party(ies)  
  
Name: Impco Technologies, Inc.  
  
Street Address: 16804 Gridley Place  
  
City: Cerritos State: CA Zip: 90703  
  
 Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached? Yes  No  
3. Nature of conveyance:  
  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_  
  
Execution Date: 09/08/1997

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)  
  
B. Trademark Registration No.(s)  
  
1,389,514

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Lekha Gopalakrishnan  
  
Address: Jenkins & Gilchrist, P.C.  
  
Street Address: 1445 Ross Avenue, Suite 3200  
  
City: Dallas State: TX Zip: 75202

6. Total number of applications and registrations involved: .....  
7. Total fee (37 CFR 3.41)..... \$ 40.00  
  
 Enclosed  
 Authorized to be charged to deposit account  
8. Deposit account number:  
10-0447

**DO NOT USE THIS SPACE**

9. Signature.  
  
Lekha Gopalakrishnan, Reg. No. 46,733      Lekha Gopalakrishnan      8/28/03  
Name of Person Signing      Signature      Date

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

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

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OPR/FINANCE

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
AIRSENSORS, INC.  
AND  
IMPCO TECHNOLOGIES, INC.  
WITH  
AIRSENSORS, INC.  
AS  
SURVIVING CORPORATION**

Pursuant to Title 8, Chapter 1, Delaware General Corporation Law §253 ("DGCL"), the undersigned, being respectively the President and Secretary of AirSensors, Inc., hereby adopt the following Certificate of Ownership and Merger for the purpose of merging IMPCO Technologies, Inc. into AirSensors, Inc. ("Surviving Corporation") and changing the name of the Surviving Corporation to IMPCO Technologies, Inc.

- (1) The names of the corporations being merged are AirSensors, Inc. and IMPCO Technologies, Inc. Both corporations are organized under the laws of the State of Delaware.
- (2) AirSensors, Inc. owns more than 90% of the outstanding shares of each class of the stock of IMPCO Technologies, Inc.
- (3) The name of the Surviving Corporation is AirSensors, Inc. and it is to be governed by the laws of the State of Delaware. The name of the Surviving Corporation shall be changed to IMPCO Technologies, Inc. upon the effectiveness of the merger, pursuant to the Resolution of the Board of Directors of AirSensors, Inc. approving the merger and attached as Exhibit A.
- (4) The Resolution and Plan of Merger (the "Plan") between AirSensors, Inc. and IMPCO Technologies, Inc. has been approved, adopted, certified, executed and acknowledged in accordance with Chapter 1, DGCL. The Plan was unanimously approved by the holder of all of the outstanding stock of IMPCO Technologies, Inc. by written consent of the stockholder of IMPCO Technologies, Inc. on July 10, 1997.
- (5) The Certificate of Incorporation of AirSensors, Inc. shall be the Certificate of Incorporation of the Surviving Corporation, except that Article I shall be amended in its entirety as follows:

**ARTICLE I. NAME**

The name of this corporation is IMPCO Technologies, Inc.

- (6) The Plan is on file at the principal place of business of the Surviving Corporation at 16804 Gridley Place, Cerritos, California 90703. A copy of the Plan will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.
- (7) Attached as Exhibit A and incorporated herein by reference is a copy of the Resolution of the Board of Directors of AirSensors, Inc. to merge IMPCO Technologies, Inc. into AirSensors, Inc. This Resolution was adopted by the Board of Directors on July 10, 1997.
- (8) The person to contact regarding this filing is William G. Pasch, whose telephone number is 206-628-7744.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been signed on September 8, 1997.

AIRSENSORS, INC.

By

  
Robert M. Stemmler, President

By

  
Dale L. Rasmussen, Secretary

We, Robert M. Stemmler and Dale L. Rasmussen, declare under the penalties of perjury that we are the President and Secretary, respectively, of AirSensors, Inc., a Delaware corporation, that we have examined this Certificate of Ownership and Merger and that to the best of our knowledge and belief, it is true, correct and complete.

DATED: September 8, 1997.

  
Robert M. Stemmler

  
Dale L. Rasmussen

EXHIBIT A

RESOLUTION AND PLAN OF MERGER

WHEREAS, IMPCO Technologies, Inc. has operated as a wholly owned subsidiary of AirSensors, Inc. since it was acquired by AirSensors, Inc. in 1989; and

WHEREAS, there is no longer any reason to continue the business activities of IMPCO Technologies, Inc. as a wholly owned subsidiary of AirSensors, Inc. and certain administrative expenses can be eliminated by merging IMPCO Technologies, Inc. with and into AirSensors, Inc. as permitted by Section 253(a) of the Delaware General Corporation Law ("DGCL"); and

WHEREAS, it is desirable that AirSensors, Inc., as the surviving corporation, change its name from AirSensors, Inc. to IMPCO Technologies, Inc. upon the effective date of the merger as permitted by Section 253(b) of the DGCL; it is therefore:

RESOLVED, that IMPCO Technologies, Inc. be merged with and into AirSensors, Inc. pursuant to the DGCL as hereinafter provided, so that the separate existence of IMPCO Technologies, Inc. shall cease as soon as the merger shall become effective, and thereupon, AirSensors, Inc. shall continue as the surviving corporation to exist under, and be governed by, the laws of the State of Delaware; and

FURTHER RESOLVED, that AirSensors, Inc., as the surviving corporation, change its corporate name to IMPCO Technologies, Inc. upon the effective date of the merger; and

FURTHER RESOLVED, that the merger and name change referred to in the foregoing resolutions be effective upon the date of filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the terms and conditions of the proposed merger (hereinafter, the "plan of merger") are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers and franchises of IMPCO Technologies, Inc. shall become vested in and be held by AirSensors, Inc. as fully and entirely and without change or diminution as the same were before held and enjoyed by IMPCO Technologies, Inc., and AirSensors, Inc. shall assume all of the obligations of IMPCO Technologies, Inc., all in accordance with Section 259 of the DGCL.

(b) All of the outstanding shares of stock of IMPCO Technologies, Inc. are now owned by AirSensors, Inc., and upon the effective time of the merger they shall be surrendered and extinguished.

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(c) The Certificate of Incorporation and Bylaws of AirSensors, Inc., both as amended, as in effect immediately prior to the effective time of the merger shall be the Certificate of Incorporation and Bylaws of AirSensors, Inc., except that Article 1 of the Certificate of Incorporation shall be amended as follows:

ARTICLE 1. NAME

The name of this corporation is IMPCO Technologies, Inc.

FURTHER RESOLVED, that the President and the Secretary of AirSensors, Inc. be, and each is hereby authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of this Resolution and Plan of Merger and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware and in any other appropriate jurisdiction, necessary or proper to effect this Resolution and Plan of Merger.

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