

09-17-2003



PI 102553990

Remarks:
Copy thereof.

1. Name of conveying party(ies): 9-15-03
Namic U.S.A. Corporation
North American Instrument Corporation
 Individual Association
 General Partnership Limited Partnership
 Corporation-State Other _____

2. Name and address of receiving party(ies):
Name: Namic U.S.A. Corporation
Internal Address: _____
Street Address: Pruyn's Island
City: Glens Falls State: NY ZIP: 12801
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____
If assignee is not domiciled in the U.S., a domestic representative designation is attached:
 Yes No
Additional name(s) & address(es) attached?
 Yes No

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 30, 1991

4. Application number(s) or registration number(s):
If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,254,062

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Wayne A. Sivertson
Address: NAWROCKI, ROONEY & SIVERTSON, P.A.
3433 Broadway Street N.E., Suite 401
Minneapolis, MN 55413

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41). . \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number: _____
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Wayne A. Sivertson
Name of Person Signing

[Signature]
Signature

Sept 11, 2003
Date

Total number of pages comprising cover sheet, attachments and document: 7

OMB No. 0651-0011 (exp. 4/94)

55724/418/101

Do not detach this portion

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

09/16/2003 LINDLER 00000301 1254062

01 FC:0521 40.00 09

Delaware

PAGE 1

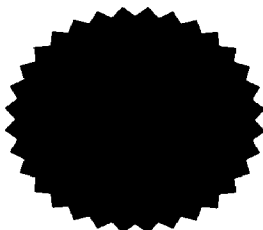
The First State

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 MERGER, WHICH MERGES:

"NAMIC U.S.A. CORPORATION", A NEW YORK CORPORATION,

"NORTH AMERICAN INSTRUMENT CORPORATION", A NEW YORK CORPORATION,

WITH AND INTO "NAMIC U.S.A. CORPORATION" UNDER THE NAME OF "NAMIC U.S.A. CORPORATION", 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 MAY, A.D. 1991, AT 12:30 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2263482 8100M

030582484

AUTHENTICATION: 2624780

DATE: 09-10-03

TRADEMARK

REEL: 002825 FRAME: 0688

CERTIFICATE OF MERGER
OF
NAMIC U.S.A. CORPORATION
AND
NORTH AMERICAN INSTRUMENT CORPORATION
WITH AND INTO
NAMIC U.S.A. (DELAWARE) CORPORATION

We, the undersigned, being respectively the President and Secretary of each of NAMIC U.S.A. Corporation, a New York corporation, North American Instrument Corporation, a New York corporation, and NAMIC U.S.A. (Delaware) Corporation, a Delaware corporation, pursuant to Section 252 of the General Corporation Law of the State of Delaware, hereby certify:

1. The respective names and states of incorporation of the constituent corporations (the "Constituent Corporations") are as follows:

<u>Name of Constituent Corporation</u>	<u>State of Incorporation</u>
NAMIC U.S.A. (Delaware) Corporation	Delaware
NAMIC U.S.A. Corporation	New York
North American Instrument Corporation	New York

2. The Agreement and Plan of Merger (the "Agreement of Merger") and the merger to which this certificate relates has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the laws of its state of incorporation, and in the case of NAMIC U.S.A. (Delaware) Corporation ("NAMIC USA"), a Delaware corporation, in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. NAMIC USA shall be the surviving corporation and, effective upon the merger, pursuant to the amendment to its Certificate of Incorporation set forth in Paragraph 4 below, its name shall be changed from NAMIC U.S.A. (Delaware) Corporation to NAMIC U.S.A. Corporation.

4. ARTICLE FIRST of the Certificate of Incorporation of the surviving corporation shall be amended in its entirety to read as follows:

"The name of the corporation (herein called the "Corporation") is NAMIC U.S.A. Corporation."

Except for the foregoing amendment, the Certificate of Incorporation of NAMIC USA shall be the Certificate of Incorporation of the surviving corporation.

5. The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is:

NAMIC U.S.A. Corporation
Pruyn's Island
Glens Falls, New York 12801

6. A copy of the Agreement of Merger will be furnished by the surviving corporation, on the request and without cost, to any stockholder of any Constituent Corporation.

7. The designation and number of shares of each class and series of capital stock of each of the Constituent Corporations (which is not a Delaware corporation) outstanding on the respective dates on which the Agreement of Merger was adopted and approved by the respective stockholders of such Constituent Corporations are as follows:

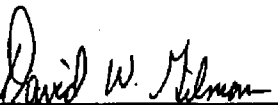
<u>Constituent Corporation</u>	<u>Designation of Capital Stock</u>	<u>Number of Authorized Shares</u>
NAMIC U.S.A. Corporation	Common Stock (\$0.01 par value)	5,000,000
	Series A Preferred Stock (\$100.00 par value)	65,778
North American Instrument Corporation	Common Stock (\$1.00 par value)	150,000

IN WITNESS WHEREOF, the parties hereto have caused this Certificate to be duly executed and delivered this 30th day of May, 1991.


NAMIC U.S.A. (DELAWARE) CORPORATION

By: 
Cynthia L. Morris
President

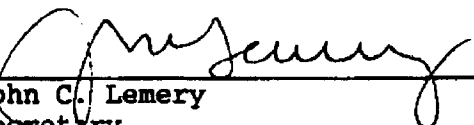
ATTEST:

By: 
David W. Gilmour
Secretary

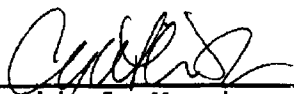
NAMIC U.S.A. CORPORATION

By: 
Cynthia L. Morris
President

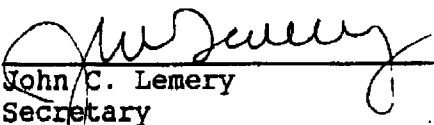
ATTEST:

By: 
John C. Lemery
Secretary

NORTH AMERICAN INSTRUMENT CORPORATION

By: 
Cynthia L. Morris
President

ATTEST:

By: 
John C. Lemery
Secretary

STATE OF NEW YORK)
)ss.:
COUNTY OF WARREN)

Cynthia L. Morris, being duly sworn, deposes and says that she is the President of each of NAMIC U.S.A. (Delaware) Corporation, a Delaware corporation, NAMIC U.S.A. Corporation, a New York corporation, and North American Instrument Corporation, a New York corporation, which corporations are described in the foregoing document, and that she has read and executed the same on behalf of such corporations and that the statements contained therein are true to her own knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of May, 1991.



Notary Public
Commission Expires: 3/30/93

STATE OF NEW YORK)
)ss.:
COUNTY OF WARREN)

David W. Gilmore, being duly sworn, deposes and says that he is the Secretary of NAMIC U.S.A. (Delaware) Corporation, a Delaware corporation, which corporation is described in the foregoing document, and that he has read and executed the same on behalf of such corporation and that the statements contained therein are true to his own knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of May, 1991.



Notary Public
Commission Expires: 3/30/93

STATE OF NEW YORK)
)ss.:
COUNTY OF WARREN)

John C. Lemery being duly sworn, deposes and says that he is the Secretary of each of NAMIC U.S.A. Corporation, a New York corporation, and North American Instrument Corporation, a New York corporation, which corporations are described in the foregoing document, and that he has read and executed the same on behalf of such corporations and that the statements contained therein are true to his own knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of May, 1991.



Notary Public
Commission Expires: 3/30/93