

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
Alerton Inc.		12/31/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Novar Controls Corporation
Street Address:	3333 Copley Road
City:	Copley
State/Country:	OHIO
Postal Code:	44321
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	2081870	BACTALK
Registration Number:	2263339	VISUALLOGIC
Registration Number:	1655382	ALERTON
Registration Number:	1655383	ALERTON

CORRESPONDENCE DATA	
Fax Number:	(616)222-2275
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	616-752-2275
Email:	trademarks@wnj.com
Correspondent Name:	Warner Norcross & Judd LLP
Address Line 1:	111 Lyon Street, N.W.
Address Line 2:	900 Fifth Third Center
Address Line 4:	Grand Rapids, MICHIGAN 49503-2487

ATTORNEY DOCKET NUMBER:	75810.86093-001
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NAME OF SUBMITTER:	Kimberly A. Niebling
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OP \$115.00 2081870

Total Attachments: 6

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Delaware

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The First State

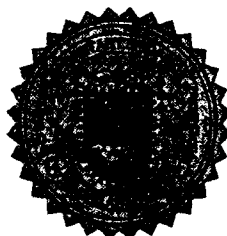
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ALERTON INC.", A DELAWARE CORPORATION,

WITH AND INTO "NOVAR CONTROLS CORPORATION" UNDER THE NAME OF "NOVAR CONTROLS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 2003, AT 5:26 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003, AT 11:59 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3142254 8100M

AUTHENTICATION: 2831235

030820040

DATE: 12-18-03

REEL: 002851 FRAME: 0860

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ALERTON INC.,
a Delaware corporation
(Subsidiary)

INTO

NOVAR CONTROLS CORPORATION,
a Delaware corporation
(Parent)

Novar Controls Corporation (the "Corporation"), a corporation organized and existing under the laws of the state of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 15th day of December, 1999, pursuant to the General Corporation Law of Delaware, as amended, of the State of Delaware.

SECOND: That this Corporation owns all of the outstanding shares of each class of the stock of Alerton Inc., a corporation incorporated on the 10th day of January, 2003, pursuant to the General Corporation Law of Delaware, as amended, of the State of Delaware.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members on the ~~5th~~ day of December, 2003, filed with the minutes of the board, determined to and did merge into itself said Alerton Inc.:

RESOLVED that Alerton Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Alerton Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Alerton Inc. in its name; and further

RESOLVED that this Corporation shall assume all of the obligations of Alerton Inc.; and further

RESOLVED, that the Plan of Merger ("Plan") attached as Exhibit A is hereby approved, and that the advisability of the Agreement is hereby declared; and further

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction; and further

RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective 11:59 p.m. est. on December 31, 2003; and further

RESOLVED: that any officer or director is authorized to do all acts and things whatsoever that may be necessary or proper to complete the merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Novar Controls Corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said Novar Controls Corporation has caused this Certificate to be signed by Robert B. Leckie, its Vice President and Secretary, this 12th day of December, 2003.

NOVAR CONTROLS CORPORATION


By 
Robert B. Leckie
Its Vice President and Secretary

EXHIBIT A
PLAN OF MERGER
OF
ALERTON INC.
(subsidiary)
INTO
NOVAR CONTROLS CORPORATION
(parent)

THIS PLAN OF MERGER (the "Plan of Merger") is made pursuant to the General Corporation Law of Delaware, as amended (the "GCLD"), for the purpose of merging ALERTON INC., a Delaware corporation ("Subsidiary"), into NOVAR CONTROLS CORPORATION, a Delaware corporation ("Parent"). Parent and Subsidiary are sometimes referred to in this Plan of Merger as the "Constituent Corporations."

Parent has two hundred (200) issued and outstanding shares of common stock, no par value per share (the "Parent Stock"). No other classes or series of Parent capital stock are outstanding. Each outstanding share of Parent Stock is entitled to one vote on any matter submitted to the vote of the shareholders of Parent. Additional shares of Parent Stock may be issued and outstanding shares may be retired before the Effective Time (defined below) if authorized by the Board of Directors of Parent.

Subsidiary has one hundred (100) issued and outstanding shares of common stock, no par value per share (the "Subsidiary Stock"), all of which are owned by Parent. No other classes or series of Subsidiary's capital stock are outstanding. Each outstanding share of Subsidiary Stock is entitled to one vote on any matter submitted to the vote of the shareholders of Subsidiary. Additional shares of Subsidiary Stock may be issued and outstanding shares may be retired before the Effective Time if authorized by the Board of Directors of Subsidiary.

Parent's Board of Directors deems it to be in the best interests of Parent and Parent's shareholders to merge Subsidiary into Parent pursuant to the provisions of the GCLD and upon the terms set forth in this Plan of Merger.

ARTICLE I MERGER

At the Effective Time, Subsidiary shall merge into Parent, and Parent shall survive the merger (the "Surviving Corporation"), in accordance with the laws of Delaware.

ARTICLE II CONVERSION OF SHARES

The manner and basis of converting the outstanding shares of capital stock of each of the Constituent Corporations are as follows:

1. At the Effective Time, each share of Parent Stock outstanding immediately before the Effective Time shall remain outstanding and continue to represent one outstanding share of common stock, no par value per share, of the Surviving Corporation.
2. At the Effective Time, each share of Subsidiary Stock outstanding immediately before the Effective Time, without the surrender of stock certificates or any other action, shall be canceled and deemed null and void, with no payment being made with respect to any share of Subsidiary Stock.

ARTICLE III GOVERNING DOCUMENTS

At the Effective Time:

1. The Certificate of Incorporation of Parent as existing and constituted at the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation without change or amendment until later amended in accordance with the provisions of the Certificate of Incorporation and applicable law.
3. The Bylaws of Parent as existing and constituted at the Effective Time shall be the Bylaws of the Surviving Corporation without change or amendment until later amended in accordance with the provisions of the Bylaws and applicable law.

ARTICLE IV DIRECTORS AND OFFICERS

At the Effective Time:

1. The members of the Board of Directors of Parent at the Effective Time shall be the initial members of the Board of Directors of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified or their earlier death, resignation, or removal.
2. The officers of Parent at the Effective Time shall be the initial officers of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified or their earlier death, resignation, or removal.

ARTICLE V SUCCESSION

At the Effective Time, (a) the separate corporate existence of Subsidiary shall cease, and the Surviving Corporation shall possess all the rights, privileges, and powers and be subject to all the restrictions, liabilities, and duties of each of the Constituent Corporations, and (b) all property (real, personal, and mixed) and all debts due to each of the Constituent Corporations on whatever account, or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation, as provided in the GCLD.

ARTICLE VI FURTHER ASSURANCES

Subsidiary shall, from time to time, as and when requested by the Surviving Corporation or its successors or assigns, execute and deliver or cause to be executed and delivered any and all deeds, instruments, assignments, or assurances that the Surviving Corporation deems necessary or desirable to vest in and confirm to the Surviving Corporation title to and possession of any property or rights of Subsidiary acquired or to be acquired by reason of or as a result of the merger, or otherwise to carry out the purposes of this Plan of Merger, and any person who, immediately before the Effective Time, was a director or officer of Subsidiary is hereby fully authorized in the name of Subsidiary to execute any and all deeds, instruments, assignments, or assurances, or to take any and all other actions, necessary or desirable, to comply with this Article.

ARTICLE VII AMENDMENT OR ABANDONMENT

Notwithstanding anything in this Plan of Merger to the contrary, this Plan of Merger may, subject to the laws of Delaware, be amended, abandoned, or postponed by the Board of Directors of Parent at any time before the Effective Time for any reason deemed appropriate by the Board of Directors.

ARTICLE VIII EFFECTIVE TIME

This merger shall become effective as of 11:59p.m. est. on December 31, 2003 (the "Effective Time").