

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
INNOVEX CONTROLS INC.		12/17/2002	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: 1			
Property Type	Number	Word Mark	
Registration Number:	2502245	INNOVISION	
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:	85197.85197		
NAME OF SUBMITTER:	Kimberly A. Niebling		
Total Attachments: 2			
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**INNOVEX CONTROLS 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 Innovex Controls Inc., a corporation incorporated on the 31st day of July, 2001, 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 17th day of December, 2002, filed with the minutes of the board, determined to and did merge into itself said Innovex Controls Inc.:

RESOLVED that Innovex Controls Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Innovex Controls 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 Innovex Controls Inc. in its name; and further

RESOLVED that this Corporation shall assume all of the obligations of Innovex Controls 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 shall be as of the close of business on December 31, 2002; 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 17th day of December, 2002.

NOVAR CONTROLS CORPORATION

By 
Robert B. Leckie
Its Vice President and Secretary