

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
LAMBDA ELECTRONICS INC.		09/15/2003	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	LAMBDA AMERICAS INC.
Street Address:	405 Essex Road
City:	Neptune
State/Country:	NEW JERSEY
Postal Code:	07783
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 6		
Property Type	Number	Word Mark
Registration Number:	1289873	
Registration Number:	0600289	
Registration Number:	0785920	LAMBDA
Registration Number:	0900211	LAMBDA
Registration Number:	2004923	ULTRAFLEX
Registration Number:	0902582	

CORRESPONDENCE DATA	
Fax Number:	(508)549-6295
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	508-549-6236
Email:	nicole.linehan@foxboro.com
Correspondent Name:	Nicole L. Linehan
Address Line 1:	33 Commercial Street
Address Line 2:	B52-2J
Address Line 4:	Foxboro, MASSACHUSETTS 02035-2099

ATTORNEY DOCKET NUMBER:	LAMBDA DISPOSAL
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CH \$165.00 1289873

NAME OF SUBMITTER:

Nancy E. Fonda

Total Attachments: 7

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FILED

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)

SEP 25 2003
25 2003

MRG

State Treasurer

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

1. Type of Filing (check one): Merger Consolidation

2. Name of Surviving Business Entity: **Lambda Americas Inc.**

3. Name(s)/Jurisdiction(s) of All Participating Business Entities:

Name	Jurisdiction	Identification # Assigned by Treasurer (if applicable)
Lambda Americas Inc.	New Jersey	3667725500
Lambda Electronics Inc.	New York	N/A

4. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name **Lambda Americas Inc.** Outstanding Shares **406.271**
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

-b Corp. Name **Lambda Electronics Inc.** Outstanding Shares **100**
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

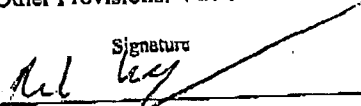
-c Corp. Name _____ Outstanding Shares _____
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

	Votes For	Votes Against
Corp. a	406.271	0
Corp. b	100	0
Corp. c		

5. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer):

N/A
The State Treasurer is hereby appointed as agent to accept service of process and to forward same to the address above.

6. Other Provisions: **N/A**

Signature	Name	Title	Date
	Peter M. Kent	Vice Pres. & Secretary	

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, insure that you obtain and attach to your filing submission a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08625
Instructions

3667725500

J 130488 / 12502084

TRADEMARK

LAMBDA AMERICAS INC.
AND
LAMBDA ELECTRONICS INC.
PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made as of the 15th day of September, 2003, between Lambda Americas Inc., a New Jersey business corporation ("Americas"), and Lambda Electronics Inc., a New York corporation ("Electronics") (collectively, the "Companies").

WHEREAS, Americas has an authorized capitalization of 2,000,000 shares of common stock, no par value, of which 406,271 shares have been duly issued and are now outstanding; and

WHEREAS, the principal office of Americas in the State of New Jersey is located at 405 Essex Road Neptune, New Jersey 07783, and CT Corporation System is the registered agent upon whom process against Americas may be served within the State of New Jersey; and

WHEREAS, Electronics has an authorized capitalization of 200 shares of common stock, no par value, of which 100 shares have been duly issued and are now outstanding; and

WHEREAS, the principal office of Electronics in the State of New York is located at 515 Broad Hollow Road Melville, New York 11743, and The Corporation Trust Company is the registered agent upon whom process against Electronics may be served within the State of York; and

WHEREAS, Electronics and Americas deem it advisable and generally to the advantage and welfare of the two corporate parties and their ultimate stockholder that Electronics merge with and into Americas under and pursuant to the provisions of the New Jersey Business Corporation Act.

TRADEMARK

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, the parties hereto agree as follows:

1. Merger. Electronics shall be merged with and into Americas pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.
2. Effective Date. This Agreement of Merger shall become effective upon the filing of a Certificate of Merger with the New Jersey Secretary of State (the "Effective Date").
3. Surviving Corporation. Americas shall survive the merger herein contemplated (the "Surviving Corporation") and shall continue to be governed by the laws of the State of New Jersey, but the separate corporate existence of Electronics shall cease forthwith on the Effective Date. As of the Effective Date, Americas shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal, and mixed, of each of Americas and Electronics; all debts due to either of the Companies on whatever account shall be vested in the Surviving Corporation; all shares of stock owned by either of the Companies shall be deemed held by the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the Companies shall be as effectively the property of the Surviving Corporation as they were previously of the respective Company; the title to any real estate vested by deed or otherwise in either of the Companies shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the Companies shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Date; all debts, liabilities and duties of the respective Companies shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or

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contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the Companies against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

4. Authorized Capital. The authorized capital stock of Americas following the Effective Date shall be 2,000,000 shares of common stock, no par value, unless and until the same shall be changed in accordance with the laws of the State of New Jersey.

5. Certificate of Incorporation. The Certificate of Incorporation of Americas as in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Certificate of Incorporation or herein upon a stockholder or director or officer of Americas or upon any other person whomsoever are subject to this reserve power. Such Certificate of Incorporation shall constitute the Certificate of Incorporation of Americas separate and apart from this Plan and Agreement of Merger and may be separately certified as the Certificate of Incorporation of Americas.

6. By-Laws. The By-Laws of Americas as in effect immediately prior to the Effective Date shall be the By-Laws of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

7. Further Assurance of Title. If at any time Electronics shall consider or be advised that any acknowledgements or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to Americas any right, title, or interest held immediately prior to the Effective Date, Electronics and its proper officers and directors shall and will execute and deliver all such acknowledgements or assurances in law and do all things

TRADEMARK

necessary or proper to acknowledge or confirm such right, title or interest in Americas as shall be necessary to carry out the purposes of this Plan and Agreement of Merger, and Americas and the proper officers and directors thereof are fully authorized to take any and all such action in the name of Electronics or otherwise.

8. Conversion of Shares. On the Effective Date the following shall occur:

(a) The 100 shares of common stock, no par value, of Electronics issued and outstanding immediately prior to the Effective Date shall be canceled forthwith and the certificate or certificates representing such shares shall be presented for surrender and cancellation. No consideration shall be paid for the surrendered shares.

(b) Each share of common stock, no par value, of Americas issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding and unaffected by the merger.

9. Directors. The names and post office addresses of the directors of Americas following the Effective Date who shall hold office from the Effective Date until their successors shall be elected and qualified, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Pascal Chausson	405 Essex Road Neptune, New Jersey 07783
Peter Kent	8609 Six Forks Road Raleigh, North Carolina 27615

10. Officers. The names and post office addresses of the officers of Americas following the Effective Date who shall hold office from the Effective Date until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

TRADEMARK

<u>Name</u>	<u>Office</u>	<u>Post Office Address</u>
Pascal Chausson	President	405 Essex Road Neptune, New Jersey 07783
Peter Kent	Vice President & Secretary	8609 Six Forks Road Raleigh, North Carolina 27615
William Steckel	Vice President	8609 Six Forks Road Raleigh, North Carolina 27615
Patricia J. Turner	Asst. Secretary	735 Post Road East Westport, Connecticut 06880

11. Vacancies. If, on the Effective Date a vacancy shall exist in the Board of Directors or in any of the offices of Americas as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and by the By-Laws of Americas.

12. Plan of Reorganization. This Plan and Agreement of Merger constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions herein set forth.

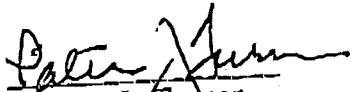
13. Expenses. The Surviving Corporation shall pay all expenses of carrying this Plan and Agreement of Merger into effect and of accomplishing the merger.

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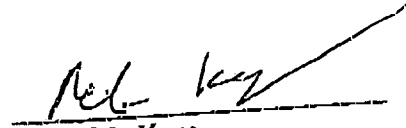
IN WITNESS WHEREOF, the parties hereto, pursuant to the authority given by their respective Boards of Directors, have caused this Plan and Agreement of Merger to be entered into and signed by their respective officers as of the 15th day of September, 2003.

LAMBDA AMERICAS INC.

ATTEST:



Patricia J. Turner,
Its Assistant Secretary

By:

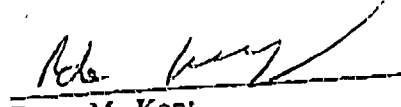

Peter M. Kent,
Its Vice President

LAMBDA ELECTRONICS INC.

ATTEST:


Patricia J. Turner,
Its Assistant Secretary

By:


Peter M. Kent,
Its Vice President