

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

<p>1. Name of conveying party(ies)/Execution Date(s): Goldline Controls, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Rhode Island <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) _____ Execution Date(s) <u>December 30, 2003</u></p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p>	<p>2. Name and address of receiving party(ies) <input type="checkbox"/> Yes Additional names, addresses, or citizenship attached? <input checked="" type="checkbox"/> No</p> <p>Name: <u>Goldline Controls, Inc.</u> Internal Address: _____ Street Address: <u>42 Ladd Street</u> City: <u>East Greenwich</u> State: <u>RI</u> Country: <u>US</u> Zip: <u>02818</u></p> <p><input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input checked="" type="checkbox"/> Corporation Citizenship <u>Delaware</u> <input type="checkbox"/> Other _____ Citizenship _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</p>
<p>4. Application number(s) or registration number(s) and identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) <u>76/311,864</u></p> <p>B. Trademark Registration No.(s) <u>2,220,090</u> <u>2,199,560</u></p> <p style="text-align: right;">Additional sheet(s) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</p>	
<p>5. Name & address of party to whom correspondence concerning document should be mailed: Name: <u>Michele J. Young, Salter & Michaelson</u> Internal Address: _____ Street Address: <u>321 South Main Street</u> City: <u>Providence</u> State: <u>RI</u> Zip: <u>02903-7128</u> Phone Number: <u>401-421-3141</u> Fax Number: <u>401-861-1953</u> Email Address: <u>myoung@saltermichaelson.com</u></p>	<p>6. Total number of applications and registrations involved: 6</p> <p>7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ <u>165.00</u></p> <p><input type="checkbox"/> Authorized to be charged by credit card <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</p> <p>8. Payment Information:</p> <p>a. Credit Card Last 4 Numbers _____ Expiration Date _____</p> <p>b. Deposit Account Number <u>19-0120</u> Authorized User Name <u>Michele J. Young</u></p>
<p>9. Signature: <u>Michele J. Young</u> <u>July 6, 2004</u> Signature Date <u>Michele J. Young</u> Name of Person Signing</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: 4</p>	

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$165.00 190120 76311864

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TRADEMARK
 REEL: 002885 FRAME: 0929

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Continuation of Item No. 4

B. Trademark Registration Nos.

2,770,932

2,454,049

1,600,619

Delaware

PAGE 1

The First State

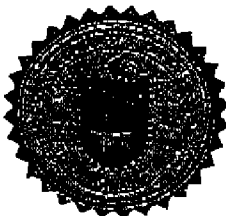
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GOLDLINE CONTROLS, INC.", A RHODE ISLAND CORPORATION, WITH AND INTO "GOLDLINE CONTROLS, INC." UNDER THE NAME OF "GOLDLINE CONTROLS, INC.", 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 DECEMBER, A.D. 2003, AT 6:03 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2004.

3724523 8100M

040409819



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3146657

DATE: 06-02-04

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REEL: 002885 FRAME: 0931

CERTIFICATE OF MERGER

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Goldline Controls, Inc.	Rhode Island
Goldline Controls, Inc.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Title 8, Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Goldline Controls, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Goldline Controls, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation, the address of which is 42 Ladd Street, East Greenwich, Rhode Island 02818.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of Goldline Controls, Inc., a Rhode Island corporation and the sole foreign corporation which is party to the merger, is as follows:

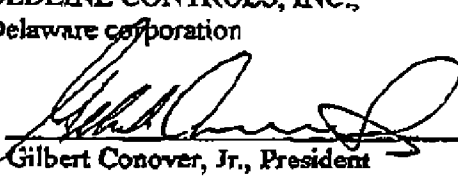
<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	700,000	\$0.01
Preferred	300,000	\$0.01

EIGHTH: This Certificate of Merger shall not become effective until January 1, 2004.

Dated: December 30, 2003

GOLDLINE CONTROLS, INC.,
a Delaware corporation

By



Gilbert Conover, Jr., President

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:19 PM 12/31/2003
FILED 06:03 PM 12/31/2003
SRV 030848690 - 3724523 FILE