

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Tri-Tech, Inc.

- Individual(s)
- General Partnership
- Corporation-State CT
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 04/15/2004

2. Name and address of receiving party(ies)

Name: Tritex Corporation

Internal

Address: _____

Street Address: 1500 Meriden Road

City: Waterbury State: CT Zip: 06705

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State DE
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 815,373

864,481 1,198,481 1,231,803

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John H. Crozier, Esquire

Internal Address: _____

Street Address: 1934 Huntington Turnpike

City: Trumbull State: CT Zip: 06611

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 160.00

- Enclosed Credit Card
- 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.

John H. Crozier

Name of Person Signing

Signature

April 26, 2004

Date

6

Total number of pages including cover sheet, attachments, and document:

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

04/30/2004 LNUELLER 00000037 815373

01 FC:8521
02 FC:8522

40.00 DP
75.00 DP

TRADEMARK
REEL: 002960 FRAME: 0492

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:49 PM 04/16/2004
FILED 01:46 PM 04/16/2004
SRV 040279920 - 2064333 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TRI-TECH, INC.

INTO

TRITEX CORPORATION

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

TRITEX CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on June 17, 1985, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the issued and outstanding shares of voting common stock, no par value, of Tri-Tech, Inc., a corporation incorporated on December 27, 1951, pursuant to the Connecticut Business Corporation Act ("Tri-Tech").

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 17th day of February, 2004, determined to merge Tri-Tech with and into the Company:

RESOLVED, that the Company merge into itself Tri-Tech, Inc., a Connecticut corporation and wholly-owned subsidiary of the Company (the "Subsidiary"), and assume all of the obligations of the Subsidiary (the "Merger") all pursuant to a plan of merger substantially in the form attached hereto as Exhibit A (the "Draft Plan of Merger"); and be it further

RESOLVED, that the directors of the Company hereby approve the Merger, and hereby authorize the Company to enter into a plan of merger containing substantially the same terms and conditions and in substantially the same form as the Draft Plan of Merger, with such changes therein as the officer executing the same on behalf of the Company may deem necessary or appropriate (the "Plan of Merger"), the execution and delivery thereof by such officer to be conclusive evidence

that the same was authorized hereby; provided, however, that the Board of Directors may terminate the Plan of Merger at any time prior to the effective time of the Merger; and be it further

RESOLVED, that the Merger shall be effective upon the date of filing of the Certificate of Ownership and Merger, annexed hereto as Exhibit B with the Secretary of State of the State of Delaware (the "Certificate of Ownership and Merger"), and the Certificate of Merger, annexed hereto as Exhibit C with the Secretary of State of the State of Connecticut (the "Certificate of Merger"); and be it further

RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized, empowered and directed by, for, on behalf and in the name of the Company to do, or cause to be done, all acts and things, to make all payments, and to execute and deliver all such agreements, documents, written consents and certificates as may be necessary to effect the Merger, including, but not limited to the Plan of Merger, the Certificate of Ownership and Merger setting forth a copy of the resolutions to merge the Subsidiary and assume the liabilities and obligations of the Subsidiary and the date of adoption thereof, and the Certificate of Merger, and to cause the same to be filed with the appropriate Secretary of State, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect the Merger; and be it further

RESOLVED, that all actions heretofore taken by any of the directors, officers, representatives or agents of the Company in connection with the Merger be, and each of the same hereby is, ratified, confirmed and approved in all respects as the act and deed of the Company; and be it further

RESOLVED, that these resolutions shall be filed with the minutes of the Company.

CERTIFICATE OF MERGER
(Pursuant to Section 33-819 of the Connecticut General Statutes)

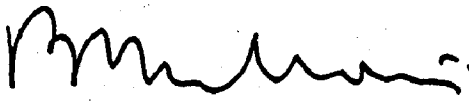
1. The names of the parties to the merger are Tritex Corporation, a corporation organized and existing under the laws of the State of Delaware and Tri-Tech, Inc., a corporation organized and existing under the laws of the State of Connecticut.
2. The name of the surviving corporation in the merger is Tritex Corporation, a corporation organized and existing under the laws of the State of Delaware.
3. The merger will be effective upon filing.
4. The Plan of Merger was duly approved by the sole shareholder of Tri-Tech, Inc., a merging domestic corporation in the manner required by Sections 33-600 to 33-998, inclusive, of the Connecticut General Statutes and the Certificate of Incorporation of Tri-Tech, Inc.
5. Tritex Corporation has duly authorized the Plan of Merger and the performance of its terms by all action required by the laws of the State of Delaware under which it is organized and by which it is governed and by its Certificate of Incorporation and Bylaws.

Dated: April 15, 2004

Tritex Corporation

Tri-Tech, Inc.

By:



Name: Bernard C Dubois
Title: President

By:



Name: Joseph G Franco
Title: Treasurer

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:

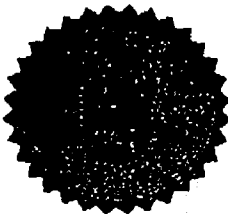
"TRI-TECH, INC.", A CONNECTICUT CORPORATION,

WITH AND INTO "TRITEX CORPORATION" UNDER THE NAME OF "TRITEX CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF APRIL, A.D. 2004, AT 1:46 O'CLOCK P.M.

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

2064333 8100M

040279920



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3058671

DATE: 04-19-04

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this Merger may be amended or terminated and abandoned by the Board of Directors of the Company at any time prior to the time that this Certificate of Ownership and Merger as filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said Triex Corporation has caused this Certificate of Ownership and Merger to be signed by its duly authorized officer this 15th day of April, 2004.



Name: Bernard C. Dubois
Title: President

