

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
E-Tek, Inc.		06/30/1999	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	DE NORA NORTH AMERICA
Street Address:	39 Veronica Avenue
City:	Somerset
State/Country:	NEW JERSEY
Postal Code:	08873
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2212162	ELAT

CORRESPONDENCE DATA

Fax Number: (212)661-8002
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-661-8000
 Email: info@mlmpatent.us
 Correspondent Name: Charles A. Muserlian
 Address Line 1: 475 Park Avenue South
 Address Line 2: 15th Floor
 Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER:	267.140
NAME OF SUBMITTER:	Charles A. Muserlian

Total Attachments: 15
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WAIVER OF NOTICE AND CONSENT OF SOLE SHAREHOLDER**OF****DE NORA NORTH AMERICA, INC.**

The Undersigned, constituting the sole shareholder of De Nora North America, Inc., a Delaware corporation (the "Corporation"), in accordance with the provisions of Section 228 of Delaware's General Corporation Law ("GCL"), hereby consents to, approves and takes the following actions with the same force and effect as if said actions were consented to, approved and taken at a duly called and convened meeting of the shareholders of the Corporation, all as of June 30, 1999:

WHEREAS, the Board of Directors of the Corporation has unanimously adopted resolutions (a) authorizing the merger of the Corporation with E-Tek, Inc., a Massachusetts corporation (the "Terminating Corporation") so that the Corporation will be the survivor corporation under the provisions of Section 253 of the GCL (the "Merger"), all pursuant to the terms and conditions of the Agreement and Plan of Merger attached hereto as Exhibit A (the "Merger Agreement"), and (b) submitting to the Undersigned, as the sole shareholder of the Corporation, the Merger Agreement and recommending that the Undersigned, as the sole shareholder of the Corporation, approve and consent to said Merger Agreement; and

WHEREAS, the officer signing this Waiver of Notice and Consent below on behalf of the Undersigned is authorized to vote all of the capital stock of the Corporation (the "Capital Stock") owned by the Undersigned for or against actions and agreements proposed by the Corporation's Board of Directors for recommendation by the Corporation's shareholder.

NOW, THEREFORE, BE IT RESOLVED, that the Undersigned hereby waives any notice of a shareholder meeting otherwise required under the provisions of the GCL and votes all of the Capital Stock to approve and consent to the Merger and the Merger Agreement, as the same may be negotiated, modified and/or amended by the authorized officers of the Corporation; and

IN WITNESS WHEREOF, the Undersigned has caused this Waiver of Notice and Consent of Sole Shareholder to be executed by a duly authorized officer as of this 30th day of June, 1999.

ORONZIO De Nora INTERNATIONAL
BV

By: 

Name: FRANCESCO MAZZUCCHI
Title: MANAGING DIRECTOR

DE NORA NORTH AMERICA, INC.**UNANIMOUS CONSENT OF BOARD OF DIRECTORS**

The undersigned, constituting the entire Board of Directors ("Board of Directors") of De Nora North America, Inc., a Delaware corporation (the "Corporation"), in accordance with the provisions of Section 141(f) of Delaware's General Corporation Law ("GCL"), do hereby consent to and adopt the following resolutions with the same force and effect as if presented to and adopted at a duly called and convened meeting of the Board of Directors of the Corporation, all as of June 30, 1999.

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to merge with E-Tek, Inc., a Massachusetts corporation ("E-Tek"), so that the Corporation will be the surviving corporation and E-Tek will be the terminating corporation of the merger under the provisions of Section 251 of the GCL (the "Merger"), all pursuant to the terms and conditions of an agreement and plan of merger substantially similar in form and substance to the agreement and plan of merger attached hereto as Exhibit A (the "Merger Agreement").

NOW, THEREFORE, BE IT RESOLVED, that the Merger and terms and conditions of the Merger Agreement be, and hereby are, in all respects, adopted and approved; and be it

FURTHER RESOLVED, that the Board of Directors recommends the Merger and authorizes the Corporation to submit the Merger Agreement to its stockholder for approval and consent; and be it

FURTHER RESOLVED, that, upon its stockholder's approval and consent contemplated by the preceding resolution, the Corporation be, and hereby is, authorized to enter into and perform its obligations under the Merger Agreement and each document, certificate and instrument required by the Merger Agreement or the GCL, as the case may be, to effect the Merger, including without limitation the Certificate of Merger (such documents, certificate and instruments are collectively referred to as the "Related Documents"); and be it

FURTHER RESOLVED, that each and every action by the officers of the Corporation, including without limitation each of the President, Vice Presidents,

Treasurer, Secretary and Assistant Secretary (each an "Authorized Officer") taken heretofore, in the name and on behalf of the Corporation, in connection with the Merger, the Merger Agreement and the Related Documents be, and hereby is, in all respects, ratified, adopted and approved; and be it

FURTHER RESOLVED, that each of the Authorized Officers, individually, be, and hereby is, authorized, empowered and directed to negotiate, execute and deliver, in the name and on behalf of the Corporation, the Merger Agreement and the Related Documents on and with such terms, conditions, provisions, alterations, modifications and amendments as such Authorized Officer may determine, such determination to be conclusively evidenced by such Authorized Officer's execution, acknowledgment and/or delivery of the Merger Agreement and Related Documents; and be it

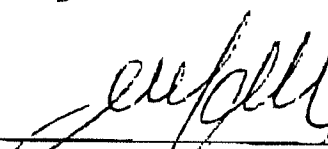
FURTHER RESOLVED, that each of the Authorized Officers, individually, be, and hereby is, authorized, empowered and directed to execute, acknowledge and deliver, in the name and on behalf of the Corporation, any and all other documents, certificates or instruments necessary or appropriate to enable the Corporation to consummate the Merger, the Merger Agreement and the Related Documents on and with such terms, conditions, provisions, alterations, modifications and amendments as such Authorized Officer may determine, such determination to be conclusively evidenced by such Authorized Officer's execution, acknowledgment and/or delivery of such documents, certificates or instruments; and be it

FURTHER RESOLVED, that each of the Authorized Officers, individually, be, and hereby is, authorized, empowered and directed to take such further actions as may be necessary, desirable or advisable, in the sole discretion of such Authorized Officers, to effect the Merger, including without limitation the filing of Certificate of Merger with Delaware's Department of State, and any other governmental agency; and be it

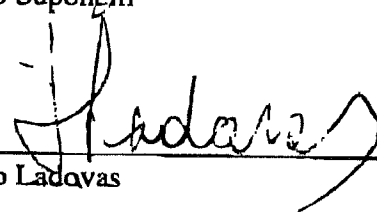
FURTHER RESOLVED, that this Unanimous Written Consent of the Board of Directors' Action may be executed in any number of counterparts, each counterpart being considered an original and when taken together all such counterparts shall be deemed one document.

The undersigned have duly executed this Unanimous Written Consent of the Directors' Action as of the date first aforesaid.

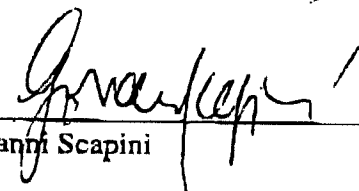
George Phocas



Mauro Saponelli




Franco Ladavas

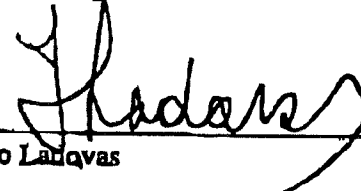


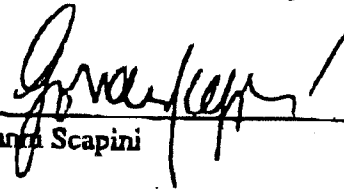
Giovanni Scapini

The undersigned have duly executed this Unanimous Written Consent of the
Directors' Action as of the date first aforesaid.


George Phocas


Mauro Saponelli


Franco Liguas


Giovanna Scapini

WAIVER OF NOTICE AND CONSENT OF SOLE SHAREHOLDER**OF****E-TEK, INC.**

The Undersigned, constituting the sole shareholder of E-Tek, Inc., a Massachusetts corporation (the "Corporation"), in accordance with the provisions of Section 43 of the Massachusetts Business Corporation Law ("BCL"), hereby consents to, approves and takes the following actions with the same force and effect as if said actions were consented to, approved and taken at a duly called and convened meeting of the shareholders of the Corporation, all as of June 30, 1999:

WHEREAS, the Board of Directors of the Corporation has unanimously adopted resolutions (a) authorizing the merger of the Corporation with and into De Nora North America, Inc., a Delaware Corporation ("De Nora North America, Inc.") so that the Corporation will be the terminating corporation and De Nora North America, Inc. will be the survivor under the provisions of Section 79 of the BCL (the "Merger"), all pursuant to the terms and conditions of the Agreement and Plan of Merger attached hereto as Exhibit A (the "Merger Agreement"), and (b) submitting to the Undersigned, the sole shareholder of the Corporation, the Merger Agreement and recommending that the Undersigned, the sole shareholder of the Corporation, approve and consent to said Merger Agreement; and

WHEREAS, the officer signing this Waiver of Notice and Consent below on behalf of the Undersigned is authorized to vote all of the capital stock of the Corporation (the "Capital Stock") owned by the Undersigned for or against actions and agreements proposed by the Corporation's Board of Directors for recommendation by the Corporation's shareholder.

NOW, THEREFORE, BE IT RESOLVED, that the Undersigned hereby waives any notice of a shareholder meeting otherwise required under the provisions of the BCL and votes all of the Capital Stock to approve and consent to the Merger and the Merger Agreement, as the same may be negotiated, modified and/or amended by the authorized officers of the Corporation.

IN WITNESS WHEREOF, the Undersigned has caused this Waiver of Notice and
Consent of Shareholders to be executed by a duly authorized officer this 30th day of June, 1999.

Oronzio De Nora International BV

By: 

Name: FRANCESCO MAZZUCCHI

Title: MANAGING DIRECTOR

WRITTEN CONSENT OF DIRECTORS**E-TEK, INC.**

The undersigned, constituting the entire Board of Directors ("Board of Directors") of E-Tek, Inc., a Massachusetts corporation (the "Corporation"), in accordance with the provisions of Section 59 of The Massachusetts Business Corporation Law ("BCL"), do hereby consent to and adopt the following resolutions with the same force and effect as if presented to and adopted at a duly called and convened meeting of the Board of Directors of the Corporation, all as of June 30, 1999.

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to merge with and into De Nora North America, Inc., a Delaware Corporation ("De Nora"), so that the Corporation will be the terminating corporation of the merger and De Nora will be the survivor of the Merger under the provisions of Section 79 of the BCL (the "Merger"), all pursuant to the terms and conditions of an agreement and plan of merger substantially similar in form and substance to the agreement and plan of merger attached hereto as Exhibit A (the "Merger Agreement").

NOW, THEREFORE, BE IT RESOLVED, that the Merger and terms and conditions of the Merger Agreement be, and hereby are, in all respects, adopted and approved; and be it

FURTHER RESOLVED, that the Board of Directors recommends the Merger and authorized the Corporation to submit the Merger Agreement to its sole shareholder for approval and consent; and be it

FURTHER RESOLVED, that, upon its shareholder's approval and consent contemplated by the preceding resolution, the Corporation be, and hereby is, authorized to enter into and perform its obligations under the Merger Agreement and each document, certificate and instrument required by the Merger Agreement, or the BCL, to effect the Merger, including without limitation the Articles of Merger (such documents, certificates and instruments are collectively referred to as the "Related Documents"); and be it

FURTHER RESOLVED, that each and every action by the officers of the Corporation, including without limitation each of the President, Vice Presidents, Treasurer, Secretary and Assistant Secretary (each an "Authorized Officer"), taken heretofore, in the name and on behalf of the Corporation, in connection with the Merger, the Merger Agreement and the Related Documents be, and hereby is, in all respects, ratified, adopted and approved; and be it

FURTHER RESOLVED, that each of the Authorized Officers, individually, be, and hereby is, authorized, empowered and directed to negotiate, execute and deliver, in the name and on behalf of the Corporation, the Merger Agreement, the Related Documents and any and all other documents, certificates or instruments necessary or appropriate to enable the Corporation to consummate the Merger, on and with such terms, conditions, provisions, alterations, modifications and amendments as such Authorized Officer may determine, such determination to be conclusively evidenced by such Authorized Officer's execution, acknowledgment and/or delivery of the Merger Agreements and Related Documents; and be it

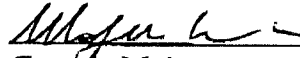
FURTHER RESOLVED, that each of the Authorized Officers, individually, be, and hereby is, authorized, empowered and directed to take such further actions as may be necessary, desirable or advisable, in the sole discretion of such Authorized Officers, to effect the Merger, including without limitation the filing of the Articles of Merger with Massachusetts Secretary of the Commonwealth and any other governmental agency.

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The undersigned has duly executed this Written Consent of the Directors' Action
as of the date aforesaid.



Giuseppe Faita



Corrado Mojana

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: *United States of America*

This public document:

2. *has been signed by Edward J. Freel*

3. *acting in the capacity of Secretary of State of Delaware*

4. *bears the seal/stamp of Office of Secretary of State*

Certified

5. *at Dover, Delaware*

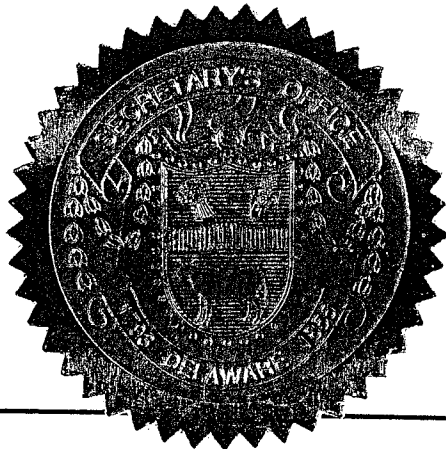
6. *the third day of February, A.D. 2000*

7. *by Secretary of State, Delaware Department of State*

8. *No. 0123189*

9. *Seal/Stamp:*

10. *Signature:*



Edward J. Freel

Secretary of State

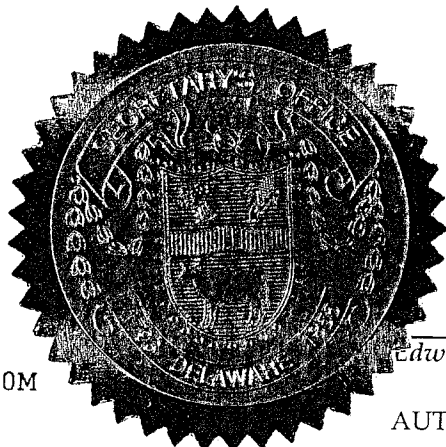
TRADEMARK

REEL: 002991 FRAME: 0308

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"E-TEK, INC.", A MASSACHUSETTS CORPORATION,
WITH AND INTO "DE NORA NORTH AMERICA, INC." UNDER THE NAME OF "DE NORA NORTH AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF JULY, A.D. 1999, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2909737 8100M

0237057

001055711

AUTHENTICATION:

02-03-00

DATE:

TRADEMARK

REEL: 002991 FRAME: 0309

CERTIFICATE OF MERGER

OF

E-TEK, INC.

AND

De NORA NORTH AMERICA, INC.

It is hereby certified that:

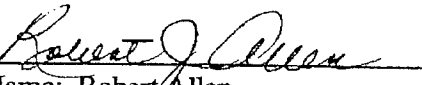
1. The constituent business corporations participating in the merger herein certified are:
 - (i) E-Tek, Inc., which is incorporated under the laws of the Commonwealth of Massachusetts;
 - (ii) De Nora North America, Inc., which is incorporated under the laws of the State of Delaware.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by De Nora North America, Inc. in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware and by E-Tek, Inc. in accordance with the provisions of Section 79 of the Massachusetts Business Corporation Law.
3. The name of the surviving corporation in the merger herein certified is De Nora North America, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of Delaware.
4. The certificate of incorporation of De Nora North America, Inc., as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

39 Veronica Avenue
Somerset, NJ 08873

IN WITNESS HEREOF, the parties hereto have caused this Certificate of Merger to be duly executed by their respective authorized officers as of the day and year first above written.

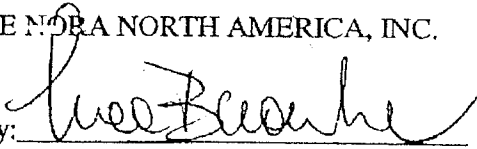
Dated: June 30, 1999

E-TEK, INC.

By: 
Name: Robert Allen
Title: Vice President

Dated: June 30, 1999

DE NOVA NORTH AMERICA, INC.

By: 
Name: Luca Buonerba
Title: President