

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):

GFS, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Correction of Merger Documentation

Execution Date: 12/31/2000

2. Name and address of receiving party(ies)

Name: National Instruments Corporation

Internal Address:

Street Address: 11500 North Mopac Expressway

City: Austin State: TX Zip: 78759

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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) 2,406,724 and 2,348,021

Additional number(s) attached Yes No

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

Name: William D. Raman

Internal Address: Wong Cabello, LLP

Street Address: P.O. Box 685108

City: Austin State: TX Zip: 78768

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

501922

(Please reference Attorney Docket No. 183.0081US)

DO NOT USE THIS SPACE

9. Signature.

Sherri L. Eastley Name of Person Signing

Sherri L. Eastley Signature

12/22/04 Date

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

5

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

CH \$65.00 501922 2406724

*State of Delaware*  
*Office of the Secretary of State*

PAGE 1

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:

"GFS, INC.", A MICHIGAN CORPORATION,

WITH AND INTO "NATIONAL INSTRUMENTS CORPORATION" UNDER THE NAME OF "NATIONAL INSTRUMENTS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.

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



*Harriet Smith Windsor*

Secretary of State

2398688 6100M

AUTHENTICATION: 0900103

001655920

DATE: 01-05-01

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/28/2000  
001639920 - 2398496

**CERTIFICATE OF OWNERSHIP  
AND MERGER OF FOREIGN SUBSIDIARY  
INTO DOMESTIC PARENT**

**CERTIFICATE OF OWNERSHIP  
MERGING**

**GFS, INC.**

**INTO**

**NATIONAL INSTRUMENTS CORPORATION**

**PURSUANT TO SECTION 253 OF THE GENERAL  
CORPORATION LAW OF DELAWARE**

National Instruments Corporation (the "Corporation"), incorporated on the 3<sup>rd</sup> day of May, 1994, pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify that the Corporation owns all the capital stock of GFS, Inc., a corporation incorporated under the laws of the State of Michigan ("GFS"), and that the Corporation, at a regular meeting of its board of directors on the 20<sup>th</sup> day of December, 2000, determined to merge GFS into itself, more specifically as follows:

**WHEREAS** the Corporation lawfully owns all the outstanding stock of GFS, and

**WHEREAS** the Corporation desires to merge GFS into itself and to be possessed of all the estate, property, rights, privileges and franchises of said corporation.

**NOW, THEREFORE, BE IT RESOLVED**, that the Corporation merge GFS into itself, and it does hereby merge GFS into itself and assumes all of its liabilities and obligations, effective as of December 31, 2000, and

**FURTHER RESOLVED**, that the president or vice-president, and the secretary or treasurer of the Corporation be and they hereby are directed to make and execute, under the corporate seal of the Corporation, a certificate of ownership setting forth a copy of the minutes of the Corporation's Board of Directors December 20, 2000 meeting, to merge GFS and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and

**FURTHER RESOLVED**, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

DEC 28 1999 10:44 AM

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its authorized officer as of this 20th day of December, 2000.

NATIONAL INSTRUMENTS CORPORATION



By: James J. Trushard  
Its: President

#314912

**OFFICER'S CERTIFICATE**

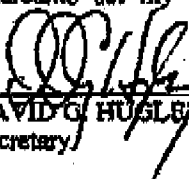
I, David G. Hugley, hereby certify that I am the duly elected, qualified and acting Secretary of National Instruments Corporation, a Delaware Corporation ("NIC"), and that the following resolutions of the Board of Directors of NIC were approved at the December 20, 2000, meeting.

**RESOLVED**, that the Agreement and Plan of Merger (the "Agreement") by and between the Corporation and GFS, Inc., a Michigan corporation, is hereby approved in the form as attached as Exhibit A; and

**FURTHER RESOLVED**, that an appropriate officer of the Corporation is hereby authorized to execute and deliver the Agreement on behalf of the Corporation; and

**FURTHER RESOLVED**, that the officers of the Corporation be and hereby are authorized and directed to execute and file any and all instruments, including but not limited to Certificates of Merger, which may be required under the Michigan Business Corporation Act and/or the Delaware General Corporation Law in order to carry out the provisions of the Agreement.

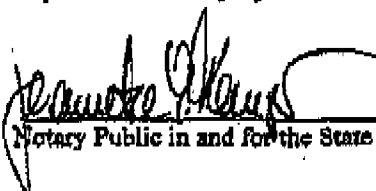
IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of December 2000.

  
\_\_\_\_\_  
DAVID G. HUGLEY  
Secretary

STATE OF TEXAS           §  
  §  
COUNTY OF TRAVIS       §

BEFORE ME, THE UNDERSIGNED AUTHORITY, on this 20th day of December, 2000, personally appeared David G. Hugley, Secretary, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he is authorized to execute the same on behalf of NATIONAL INSTRUMENTS CORPORATION, a Delaware corporation, and that he executed the same on behalf of the corporation for the purposes and consideration therein expressed.



  
\_\_\_\_\_  
Notary Public in and for the State of Texas