

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/27/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MEGA METRIC, INC.		03/28/2006	CORPORATION: SOUTH CAROLINA

RECEIVING PARTY DATA

Name:	LINDSTROM METRIC, INC.
Street Address:	2950 100TH COURT NE
City:	BLAINE
State/Country:	MINNESOTA
Postal Code:	55449
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2156485	MEGA
Registration Number:	2334114	MM

CORRESPONDENCE DATA

Fax Number: (612)371-3207
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 612/371-3211
 Email: TMG@LINDQUIST.COM
 Correspondent Name: LINDQUIST & VENNUM P.L.L.P.
 Address Line 1: 80 SOUTH EIGHTH STREET
 Address Line 2: 4200 IDS CENTER
 Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	450352.0003
NAME OF SUBMITTER:	CONNIE HEIKKILA

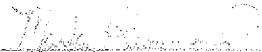
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Signature:	/connieheikkila/
Date:	04/04/2006
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MAR 28 2006

ARTICLES OF MERGER

OF


SECRETARY OF STATE OF SOUTH CAROLINA

MEGA METRIC, INC.

WITH AND INTO

LINDSTROM METRIC, INC.

To: The Secretary of State of South Carolina

Pursuant to Sections 33-11-104 and 33-11-107 of the South Carolina Business Corporation Act of 1988 (the "SCBCA"), and Sections 302A.621 and 302A.651 of the Minnesota Business Corporation Act ("MBCA"), the undersigned officer of Lindstrom Metric, Inc., a Minnesota corporation (hereinafter referred to as the "Parent"), which is the owner of 100% of the outstanding capital stock of Mega Metric, Inc., a South Carolina corporation (hereinafter referred to as the "Subsidiary"), hereby executes and files these Articles of Merger:

1. The Plan of Merger (the "Plan of Merger") providing for the merger (the "Merger") of the Subsidiary with and into the Parent, in the form of resolutions duly adopted by written action of the sole member of the Board of Directors of the Parent effective as of March 27, 2006 and pursuant to Section 33-11-104 of the SCBCA, is attached hereto as Exhibit A.
2. The name of the surviving corporation in the Merger (the "Surviving Corporation") is Lindstrom Metric, Inc.
3. The Merger is being effected pursuant to Section 33-11-104 of the SCBCA (merger of subsidiary into parent) and therefore approval of the shareholders of the Parent and the sole shareholder of Subsidiary was not required.
4. The Parent is the sole shareholder of the Subsidiary and has waived the requirement that the Plan of Merger be mailed to itself as the sole shareholder pursuant to Section 33-11-104(c) and (d) of the SCBCA.
5. The Merger is permitted by the law of Minnesota, the state of incorporation of the Parent, and Parent has complied with that law in effecting the Merger.
6. The Parent, as the Surviving Corporation, has complied with Section 33-11-105 of the SCBCA.
7. The Merger shall be effective as of the Effective Time as specified and defined in the Plan of Merger which is the later of the date and time of the filing of articles of merger with the Secretary of State of the State of Minnesota or the date and time of filing of articles of merger with the Secretary of State of the State of South Carolina in the manner required by law.

060328-0144 FILED: 03/28/2006
MEGA METRIC, INC.

Filing Fee: \$110.00 ORIG



Mark Hammond

South Carolina Secretary of State

TRADEMARK
REEL: 003282 FRAME: 0213

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be duly executed as of this 28 day of March, 2006.

LINDSTROM METRIC, INC.

By: _____

Its: _____

MI:1305462.02

[Signature Page to Articles of Merger]

TRADEMARK
REEL: 003282 FRAME: 0214

EXHIBIT A

See attached.

MI:1305462.02

LINDSTROM METRIC, INC.

**Written Action
of Sole Director**

March 27, 2006

The undersigned, being the Sole Director of Lindstrom Metric, Inc., a Minnesota corporation (the "Corporation"), does hereby adopt in writing the following resolutions:

WHEREAS, the Corporation owns all of the issued and outstanding capital stock of Mega Metric, Inc., a South Carolina corporation ("MMI"), consisting of 118,750 shares of common stock, par value \$1.00 per share; and

WHEREAS, the Sole Director has determined it to be in the best interests of the Corporation and its shareholders for MMI to merge with and into the Corporation (the "Merger"), with the Corporation being the surviving corporation in the Merger, pursuant to Sections 33-11-104 and 33-11-107 of the South Carolina Business Corporation Act of 1988 (the "SCBCA") and Sections 302A.621 and 302A.651 of the Minnesota Business Corporation Act ("MBCA").

NOW, THEREFORE, BE IT RESOLVED, that MMI be merged with and into the Corporation, with the Corporation being the surviving corporation in the Merger, in each case in accordance with the statutes listed above and in accordance with the further resolutions set forth below (which resolutions shall constitute the Plan of Merger).

FURTHER RESOLVED, that as a result of the Merger, the separate corporate existence of MMI shall cease, the Corporation shall continue as the surviving corporation of the Merger (the "Surviving Corporation"), and all of the estate, property, rights, privileges, powers, and franchises of MMI shall be vested in and held and enjoyed by the Surviving Corporation as fully and entirely and without change or diminution as the same were held and enjoyed by MMI.

FURTHER RESOLVED, that at the Effective Time of the Merger (as defined below), the Articles of Incorporation of the Corporation shall be the Articles of Incorporation of the Surviving Corporation.

FURTHER RESOLVED, that at the Effective Time of the Merger, the Bylaws of the Corporation shall be the Bylaws of the Surviving Corporation.

FURTHER RESOLVED, that at the Effective Time of the Merger, the persons who are the officers and directors of the Corporation immediately prior to the Effective Time shall, from and after the Effective Time, be the officers and directors of the Surviving Corporation until their successors have been duly elected, appointed or approved or until their earlier death, resignation or removal.

FURTHER RESOLVED, that at the Effective Time of the Merger, all of the issued and outstanding shares of common stock of MMI shall be cancelled, and no securities of the Corporation or any other corporation, or any money or other property, shall be issued to the Corporation in exchange therefor.

FURTHER RESOLVED, that at the Effective Time of the Merger, each share of common stock of the Corporation issued and outstanding immediately prior to such effective time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and exchanged for one validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation (the "Surviving Corporation Common Stock").

RESOLVED FURTHER, that from and after the Effective Time of the Merger, each outstanding certificate theretofore representing shares of common stock of the Corporation shall be deemed for all purposes to evidence ownership of and to represent the same number of shares of Surviving Corporation Common Stock.

FURTHER RESOLVED, that the Merger shall be effective upon the later of the date and time of the filing of articles of merger with the Secretary of State of the State of Minnesota or the date and time of filing of articles of merger with the Secretary of State of the State of South Carolina in the manner required by law (the "Effective Time").

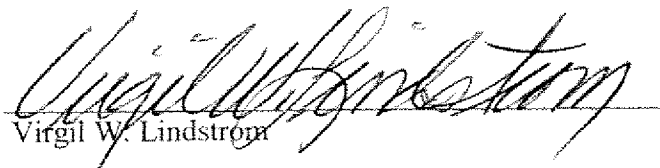
FURTHER RESOLVED, that the Parent, as the sole shareholder of the Subsidiary, hereby waives the requirement in Section 33-11-104(c) and (d) of the SCBCA that it be mailed a copy or summary of the Plan of Merger.

FURTHER RESOLVED, that any officer of the Corporation be and hereby is authorized and directed to make, sign and acknowledge, for and on behalf of the Corporation, articles of merger setting forth the foregoing Plan of Merger and such other information as may be required by law, and to cause such articles of merger to be filed for record with the Secretaries of State of the States of Minnesota and South Carolina, respectively, in the manner required by law.

FURTHER RESOLVED, that the officers of the Corporation, and each of them, be and they hereby are authorized, for and on behalf of the Corporation, to take such other actions as such officers, or any of them, shall deem necessary or appropriate to carry out the purposes of the foregoing resolutions.

[Remainder of page left blank intentionally; signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Written Action of Sole Director effective as of the date first written above.


Virgil W. Lindstrom

MI:1303993.02