

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Asco Investment Corporation	FORMERLY Emersub XCVI, Inc.	03/06/2002	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Automatic Switch Company
Street Address:	50-60 Hanover Road
City:	Florham Park
State/Country:	NEW JERSEY
Postal Code:	07932-1595
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2725239	ASCO SCIENTIFIC THE PRECISE SOLUTION

**CORRESPONDENCE DATA**

Fax Number: (314)726-7501  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 314-726-7500  
 Email: JEWEFILE@hdp.com  
 Correspondent Name: Joseph E. Walsh, Jr.  
 Address Line 1: 7700 Bonhomme, Suite 400  
 Address Line 4: St. Louis, MISSOURI 63105

ATTORNEY DOCKET NUMBER:	5243-500857
NAME OF SUBMITTER:	Joseph E. Walsh, Jr.
Signature:	/Joseph E. Walsh, Jr./

CH \$40.00 2725239

Date:

10/03/2006

**Total Attachments: 4**

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# Delaware

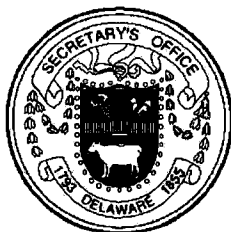
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*The First State*

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:

"ASCO INVESTMENT CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "AUTOMATIC SWITCH COMPANY" UNDER THE NAME OF "AUTOMATIC SWITCH COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2002, AT 10:02 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 MARCH, A.D. 2002, AT 11:59 O'CLOCK P.M.



0742319 8100M

060882211

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5066751

DATE: 09-25-06

TRADEMARK  
REEL: 003401 FRAME: 0458

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
ASCO INVESTMENT CORPORATION  
INTO  
AUTOMATIC SWITCH COMPANY**

Automatic Switch Company, a corporation organized and existing under the laws of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the 5th day of February, 1970, pursuant to the General Corporation Law of Delaware.

**SECOND:** That this corporation owns one hundred percent (100%) of the outstanding shares of the stock of Asco Investment Corporation, a corporation incorporated on the 29th day of September, 1995, pursuant to the General Corporation Law of Delaware.

**THIRD:** That the directors of Automatic Switch Company by the attached resolutions of its Board of Directors, duly adopted by unanimous written consent, filed with the minutes of the Board on the 6th day of March, 2002, determined to merge said Asco Investment Corporation into itself.

**FOURTH:** Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Automatic Switch Company at any time prior to the time that this merger filed with the Secretary of State of Delaware becomes effective.

**FIFTH:** That this merger will become effective as of 11:59 p.m. on March 31, 2002.

**IN WITNESS WHEREOF,** said Automatic Switch Company has caused this Certificate to be signed by Harley M. Smith, its Assistant Secretary, this 6th day of March, 2002.

**AUTOMATIC SWITCH COMPANY**

By: MS  
Harley M. Smith  
Assistant Secretary

**CORPORATE ACTION BY UNANIMOUS CONSENT  
OF  
THE SOLE SHAREHOLDER AND ALL THE DIRECTORS  
OF  
AUTOMATIC SWITCH COMPANY**

The undersigned, being the sole shareholder and all the directors of Automatic Switch Company, a Delaware corporation (the "Company"), hereby adopt the following resolutions by written consent pursuant to Sections 228(a) and 141(f) of the General Corporation Law of Delaware:

WHEREAS, the Board has determined that it would be in the best interests of the Company to authorize the Company to merge into itself Asco Investment Corporation, a Delaware corporation ("Asco"), on the terms set forth in the following resolutions.

RESOLVED, that the Company merge, and is hereby authorized to merge, into itself Asco with the Company being the surviving corporation and assuming all of the obligations of Asco.

FURTHER RESOLVED, that the Certificate of Incorporation of the Company as in force and effect upon the effective date of the merger in the jurisdiction of its incorporation shall be the certificate of incorporation of the surviving corporation and said Certificate of Incorporation shall continue in full force and effect until changed, altered, or amended in the manner prescribed by the laws of the jurisdiction of its incorporation.

FURTHER RESOLVED, that the bylaws of the Company as in force and effect upon the effective date of the merger shall be the bylaws of the surviving corporation and said bylaws shall continue in full force and effect until changed, altered, or amended in the manner prescribed by the laws of the jurisdiction of its incorporation.

FURTHER RESOLVED, that the directors and officers of the Company upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and/or offices, as applicable, until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

FURTHER RESOLVED, that each share of common stock of the Company, which shall be issued and outstanding on the effective date of the merger, shall remain issued and outstanding. The Company will not issue any of its shares for the issued shares of Asco inasmuch as the sole shareholder of Asco is the Company. All of the issued shares of Asco shall upon the effective date of the merger be surrendered and canceled. The shares of the Company shall not be converted, but each said share which is

issued as of the effective date of the merger shall continue to represent one issued share of the Company.

FURTHER RESOLVED, that the merger shall be effective as of 11:59 p.m. on March 31, 2002.

FURTHER RESOLVED, upon the merger becoming effective, all the property, rights, privileges, interests, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of Asco shall be transferred to, vested in and devolve upon the Company without further act or deed, and all property, rights, and every other interest of the Company and Asco shall be as effectively the property of the Company as they were of the Company and Asco, respectively.

FURTHER RESOLVED, that the proposed merger is hereby approved by the sole shareholder of the Company.

FURTHER RESOLVED, that the transactions contemplated hereby are approved and adopted and that the appropriate officers of the Company be, and each hereby is, authorized to execute and deliver, on behalf of the Company, any and all agreements, certificates, documents or instruments necessary or advisable in order to effectuate the merger contemplated hereby, including without limitation, the Certificate of Ownership and Merger to be filed with Secretary of State of the State of Delaware.

FURTHER RESOLVED, that the appropriate officers of the Company be, and each hereby is, authorized, on behalf of the Company, and under corporate seal or otherwise, to make all necessary filings, to seek all necessary consents and to take any and all other actions which any such officer may deem necessary, appropriate or advisable to carry out the transactions contemplated hereby and the intent and purposes of the foregoing resolutions, including, without limitation, payment of all proper expenses and execution and delivery of all such agreements, applications, statements, undertakings, consents to service of process, certificates, instruments and other documents as any such officer may deem necessary, appropriate or advisable to carry out the terms and provisions and the intent and purposes of the foregoing resolutions.