

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/11/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Firefly Acquisition LLC		10/11/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Fluke Electronics Corporation
Street Address:	9028 Everegreen Way
City:	Everett
State/Country:	WASHINGTON
Postal Code:	98204
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	72407345	AMPROBE
Serial Number:	72230447	AMPROBE INSTRUMENT
Serial Number:	76282925	

CORRESPONDENCE DATA

Fax Number: (206)359-9000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 206-359-8000
 Email: pctrademarks@perkinscoie.com
 Correspondent Name: Heidi L. Sachs
 Address Line 1: 1201 Third Avenue
 Address Line 2: Suite 4800
 Address Line 4: Seattle, WASHINGTON 98101

ATTORNEY DOCKET NUMBER:	25445-4000.0000.GX081
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CH \$90.00 72407345

NAME OF SUBMITTER:	Hugo Torres
Signature:	/Hugo Torres/
Date:	11/09/2006
Total Attachments: 3 source=Firefly into Fluke Electronics#page1.tif source=Firefly into Fluke Electronics#page2.tif source=Firefly into Fluke Electronics#page3.tif	

Delaware

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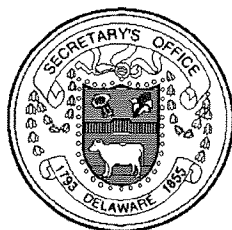
The First State

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 MERGER, WHICH MERGES:

"FIREFLY ACQUISITION LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "FLUKE ELECTRONICS CORPORATION" UNDER THE NAME OF "FLUKE ELECTRONICS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF OCTOBER, A.D. 2006, AT 6:26 O'CLOCK P.M.

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



3466178 8100M

060930488

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5119985

DATE: 10-17-06

TRADEMARK
REEL: 003425 FRAME: 0852

**CERTIFICATE OF MERGER
OF
FIREFLY ACQUISITION LLC
(a Delaware formation)
into
FLUKE ELECTRONICS CORPORATION
(a Delaware corporation)**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company act, the undersigned corporation executed the following certificate of merger (the "Certificate of Merger").

It is hereby certified that:

1. The name of the surviving corporation is Fluke Electronics Corporation (the "Corporation"), a business corporation of the State of Delaware.
2. The Corporation is the sole member of Firefly Acquisition LLC, a limited liability company of the State of Delaware.
3. The Corporation hereby merges Firefly Acquisition LLC into the Corporation.
4. The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each constituent entity in accordance with Title 8, Section 264 of Delaware General Corporation Law.
5. The Agreement of Merger is on file at the office of the surviving entity, 9028 Evergreen Way, Everett, WA 98204; and that a copy will be furnished without cost to any stockholder or member of the constituent entities.
6. The Certificate of Incorporation of Fluke Electronics Corporation, the surviving corporation, shall be the Certificate of Incorporation as set forth in the attachment;
7. The following resolutions were adopted on October 11, 2006 by the Board of Directors of the Corporation to merge Firefly Acquisition LLC into the Corporation:

RESOLVED that Firefly Acquisition LLC be merged into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Firefly Acquisition LLC be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Firefly Acquisition LLC in its name; and

RESOLVED that the Corporation assume all of the obligations of Firefly Acquisition LLC; and

RESOLVED that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Firefly Acquisition LLC and of the Corporation and in any other appropriate jurisdiction; and

RESOLVED that the effective time of the Certificate of Merger setting forth a copy of these resolutions shall be upon filing with the Secretary of State of Delaware.

Executed on October 11, 2006.

FLUKE ELECTRONICS CORPORATION

By: 

James M. Rupp
Assistant Secretary