

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/30/2003		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gerber Scientific Products, Inc.		04/30/2003	CORPORATION: CONNECTICUT
RECEIVING PARTY DATA			
Name:	Gerber Technology, Inc.		
Street Address:	83 Gerber Road West		
City:	South Windsor		
State/Country:	CONNECTICUT		
Postal Code:	06074		
Entity Type:	CORPORATION: CONNECTICUT		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2733953	GSP	
CORRESPONDENCE DATA			
Fax Number:	(212)949-9190		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(212) 949-9022		
Email:	JMStarzynski@lawabel.com		
Correspondent Name:	Victor M. Tannenbaum		
Address Line 1:	666 Third Avenue		
Address Line 2:	10th Floor		
Address Line 4:	New York, NEW YORK 10017		
ATTORNEY DOCKET NUMBER:	8003102		
NAME OF SUBMITTER:	Victor M. Tannenbaum		
Signature:	/VMT/		

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Date:

12/23/2008

Total Attachments: 4

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**CERTIFICATE OF MERGER OF  
GERBER SCIENTIFIC PRODUCTS, INC.  
WITH AND INTO  
GERBER TECHNOLOGY, INC.**

This Certificate of Merger is filed pursuant to Section 33-819 of the Connecticut Business Corporation Act, as amended (hereinafter referred to as "CBCA").

1. Plan of Merger.

- (a) The names of the merging corporations are Gerber Technology, Inc., a Connecticut corporation ("GT" or the "Surviving Corporation"), and Gerber Scientific Products, Inc., a Connecticut corporation ("GSP").
- (b) GT is the Surviving Corporation. Effective at 12:01 a.m. on April 30, 2003 (the "Effective Time of the Merger"), GSP shall be merged with and into GT and the separate corporate existence of GSP shall cease (the "Merger").
- (c) The Certificate of Incorporation of GT as in effect immediately prior to the Effective Time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation, except that Section 1 of the Surviving Corporation's Certificate of Incorporation shall be amended to read as follows:
  - 1. The name of the corporation is Gerber Scientific International, Inc.
- (d) The Agreement and Plan of Merger dated as of April 30, 2003 (the "Plan of Merger") is attached hereto as Exhibit A and incorporated herein by reference.
- (e) The Plan of Merger provides that upon the Effective Time of the Merger all of the issued and outstanding shares of Common Capital Stock of GSP, par value \$1.00 per share, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and no shares, or other securities, cash or other consideration shall be issued in exchange therefor. Each share of GT common stock outstanding immediately prior to the Effective Time of the Merger shall remain outstanding as a share of the common stock of the Surviving Corporation and be unaffected by the Merger.
- (f) The Merger shall have the effect prescribed in Section 33-820 of the CBCA.

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2. Adoption by Board of Directors. The Plan of Merger was approved by resolutions adopted by the boards of directors of GSP and GT in accordance with Section 33-815 of the CBCA.

3. Approval by Shareholders.

- (a) Pursuant to Section 33-817 of the CBCA, the Plan of Merger was submitted for approval by the sole shareholder of GSP. The designation, number of outstanding shares and number of votes entitled to be cast by each voting group of GSP entitled to vote separately on the Plan of Merger and the total number of votes cast for and against the Plan of Merger were as follows:

<u>Number of Outstanding Shares of Common Stock</u>	<u>Number of Votes Entitled to be Cast</u>	<u>Number of Votes Cast for the Plan of Merger</u>	<u>Number of Votes Cast Against the Plan of Merger</u>
100,000	100,000	100,000	0

The number of votes cast for the Plan of Merger was sufficient for approval of the Plan of Merger in accordance with the provisions of Section 33-817(j) of the CBCA.

- (b) Pursuant to Section 33-817 of the CBCA, the Plan of Merger was submitted for approval by the sole shareholder of GT. The designation, number of outstanding shares and number of votes entitled to be cast by each voting group of GT entitled to vote separately on the Plan of Merger and the total number of votes cast for and against the Plan of Merger were as follows:

<u>Number of Outstanding Shares of Common Stock</u>	<u>Number of Votes Entitled to be Cast</u>	<u>Number of Votes Cast for the Plan of Merger</u>	<u>Number of Votes Cast Against the Plan of Merger</u>
97,000	97,000	97,000	0

The number of votes cast for the Plan of Merger was sufficient for approval of the Plan of Merger in accordance with the provisions of Section 33-817 of the CBCA.

Dated this 30<sup>th</sup> day of April, 2003.

Gerber Scientific Products, Inc.

Gerber Technology, Inc.

By: 

Elaine A. Pullen  
 Its President

  
 James S. Arthurs  
 Its President

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**Exhibit A****AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER adopted as of April 30, 2003 by Gerber Scientific Products, Inc., a Connecticut corporation ("GSP") and Gerber Technology, Inc., a Connecticut corporation ("GT"), for the purpose of effecting a merger of GSP into GT (the resulting corporation being hereinafter referred to as the "Surviving Corporation");

WHEREAS, Gerber Scientific, Inc. ("GSI") owns one hundred percent (100%) of the issued and outstanding shares of GSP and GT; and

WHEREAS, it is the desire of GSI, GSP and GT that GSP shall be merged into GT pursuant to Section 33-815 of the Connecticut Business Corporation Act, as amended.

NOW, THEREFORE, this Agreement and Plan of Merger has been adopted by the boards of directors and shareholders of GSP and GT,

WITNESSETH:

**ARTICLE I. MERGER**

Effective at 12:01 a.m. on April 30, 2003, GSP shall be merged into GT and GT shall be the Surviving Corporation resulting from the merger. The date and time upon which the merger shall become effective is hereinafter called "Effective Time of the Merger."

**ARTICLE II. CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION**

Upon the Effective Time of the Merger, the Certificate of Incorporation of GT shall be the Certificate of Incorporation of the Surviving Corporation, except that the name of the Surviving Corporation shall change by amending Section 1 of the Surviving Corporation's Certificate of Incorporation to read as follows:

1. The name of the corporation is Gerber Scientific International, Inc.

**ARTICLE III. PROVISIONS IN REGARD TO SHARES**

1. Upon the Effective Time of the Merger, all of the issued and outstanding shares of Common Capital Stock of GSP, par value \$ 1.00 per share, shall, by virtue of the merger and without any action on the part of the holder thereof, be

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cancelled and retired and no shares, or other securities, cash or other consideration shall be issued in exchange therefor.

2. Each share of GT outstanding immediately prior to the Effective Time of the Merger shall remain outstanding as a share of the Surviving Corporation and be unaffected by the Merger.

#### ARTICLE IV. CERTAIN OTHER PROVISIONS AS TO THE MERGER

1. Upon the Effective Time of the Merger, the directors of GT shall continue to be the directors of the Surviving Corporation, as elected, and shall remain as such until their successors are duly elected and qualified.

2. Upon the Effective Time of the Merger, the officers of GT shall continue to be the officers of the Surviving Corporation, as elected, and shall remain as such until their successors are duly elected and qualified.

3. Upon the Effective Time of the Merger, the bylaws of GT shall continue to be the bylaws of the Surviving Corporation.

4. Upon the Effective Time of the Merger, GSP shall be merged into GT, with the effect provided in Section 33-820 of the Connecticut Business Corporation Act.

5. Anything herein to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated at any time prior to the Effective Time of the Merger by resolution adopted by the boards of directors of GSP and GT. In the event of such termination, this Plan shall become void and of no effect.

6. IN WITNESS WHEREOF, GSP and GT have executed this Agreement and Plan of Merger as of the day and year first written above.

Gerber Scientific Products, Inc.

Gerber Technology, Inc.

By:

  
Elaine A. Pullen  
Its President

  
James S. Arthurs  
Its President