

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|  |  |                       |                       |
|--|--|-----------------------|-----------------------|
| <b>SUBMISSION TYPE:</b>                    | NEW ASSIGNMENT   |                       |                       |
| <b>NATURE OF CONVEYANCE:</b>               | MERGER   |                       |                       |
| <b>EFFECTIVE DATE:</b>                     | 04/01/2011   |                       |                       |
| <b>CONVEYING PARTY DATA</b>                |  |                       |                       |
| <b>Name</b>                                | <b>Formerly</b>  | <b>Execution Date</b> | <b>Entity Type</b>    |
| CLEVER FELLOWS INNOVATION CONSORTIUM, INC. |  | 04/01/2011            | CORPORATION: NEW YORK |
| <b>RECEIVING PARTY DATA</b>                |  |                       |                       |
| <b>Name:</b>                               | CHART INC.   |                       |                       |
| <b>Street Address:</b>                     | One Infinity Corporate Centre Drive  |                       |                       |
| <b>City:</b>                               | Garfield Heights   |                       |                       |
| <b>State/Country:</b>                      | OHIO   |                       |                       |
| <b>Postal Code:</b>                        | 44125-5370   |                       |                       |
| <b>Entity Type:</b>                        | CORPORATION: DELAWARE  |                       |                       |
| <b>PROPERTY NUMBERS Total: 2</b>           |  |                       |                       |
| <b>Property Type</b>                       | <b>Number</b>  | <b>Word Mark</b>      |                       |
| <b>Registration Number:</b>                | 2624186  | QDRIVE                |                       |
| <b>Registration Number:</b>                | 3704414  | QDRIVE                |                       |
| <b>CORRESPONDENCE DATA</b>                 |  |                       |                       |
| <b>Fax Number:</b>                         | (216)241-0816  |                       |                       |
|  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                       |                       |
| <b>Phone:</b>                              | 216 622 8200   |                       |                       |
| <b>Email:</b>                              | ipdocket@calfe.com   |                       |                       |
| <b>Correspondent Name:</b>                 | Calfee, Halter & Griswold LLP  |                       |                       |
| <b>Address Line 1:</b>                     | 1400 KeyBank Center  |                       |                       |
| <b>Address Line 2:</b>                     | 800 Superior Ave.  |                       |                       |
| <b>Address Line 4:</b>                     | Cleveland, OHIO 44114  |                       |                       |
| <b>ATTORNEY DOCKET NUMBER:</b>             | 22459.05094  |                       |                       |
| <b>NAME OF SUBMITTER:</b>                  | Ryan W. Falk   |                       |                       |

**CH \$65.00 2624186**

**900188426**

**TRADEMARK**  
**REEL: 004515 FRAME: 0034**

|  |                |
|--|----------------|
| Signature:   | /Ryan W. Falk/ |
| Date:  | 04/04/2011     |
| Total Attachments: 4<br>source=01095452#page1.tif<br>source=01095452#page2.tif<br>source=01095452#page3.tif<br>source=01095452#page4.tif |                |

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, 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:

"CLEVER FELLOWS INNOVATION CONSORTIUM, INC.", A NEW YORK CORPORATION,

WITH AND INTO "CHART INC." UNDER THE NAME OF "CHART INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF APRIL, A.D. 2011, AT 2:13 O'CLOCK P.M.

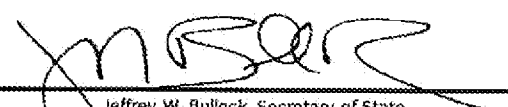
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

2049930 8100M

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8665728

DATE: 04-01-11

TRADEMARK  
REEL: 004515 FRAME: 0036

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**CLEVER FELLOWS INNOVATION CONSORTIUM, INC.**  
(a New York corporation)

**INTO**

**CHART INC.**  
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of Delaware, the undersigned corporation hereby certifies that:

1. Chart Inc. ("Parent") is a business corporation of the State of Delaware.
2. Parent is the owner of all of the outstanding shares of stock of Clever Fellows Innovation Consortium, Inc. ("Subsidiary"), a business corporation of the State of New York.
3. The laws of the jurisdiction of organization of Subsidiary permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. Parent hereby merges Subsidiary into Parent.
5. The following is a copy of the resolutions adopted by the Board of Directors of Parent effective as of April 1, 2011 to merge Subsidiary into Parent:

RESOLVED, that the Board of Directors of the Corporation believes that the merger of Clever Fellows Innovation Consortium, Inc., a New York corporation and a wholly-owned subsidiary of the Corporation (the "Subsidiary") with and into the Corporation (the "Merger"), pursuant to Section 253 of the DGCL and Section 907 of the New York Business General Corporation Law, and in accordance with the terms of a Plan of Merger, in substantially the form reviewed by the Directors (the "Plan of Merger"), is advisable and in the best interests of the Corporation (as the parent and sole stockholder of Subsidiary);

RESOLVED FURTHER, that the Merger and the Plan of Merger are hereby authorized and approved, pursuant to which the Subsidiary shall merge into the Corporation, and that all of Subsidiary's estate, property, rights, privileges, powers and franchises 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 Subsidiary in its name and that all of the obligations of Subsidiary

be assumed by the Corporation, to be effective upon the filing of the (i) Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, and (ii) Certificate of Merger to be filed with the Department of State of the State of New York, in connection with the Merger (the "Effective Time");

RESOLVED FURTHER, that the Corporation hereby agrees, effective as of the Effective Time, that it may be served with process in the State of New York in any proceeding for enforcement of any obligation of the Subsidiary, as well as for enforcement of any obligation of the Corporation arising from the Merger, and hereby irrevocably appoints the Secretary of State of New York as its agent to accept service of process in any such proceeding, and hereby specifies the following address to which a copy of such process shall be mailed by the Secretary of State of New York:

Chart Inc.  
One Infinity Corporate Centre Drive  
Garfield Heights, Ohio 44125-5370  
Facsimile: 440-753-1491  
Attn: Vice President, General Counsel and Secretary

RESOLVED FURTHER, that each of the Corporation's officers, either alone or in conjunction with any other officer, is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver the Plan of Merger with such additions, deletions and modifications as any of such executing officers may deem necessary, advisable or desirable, and the delivery of such Plan of Merger by any of such executing officers shall be deemed to be conclusive evidence that any additions, deletions and modifications have the approval of such officer;

RESOLVED FURTHER, that each of the Corporation's officers, either alone or in conjunction with any other officer, is hereby authorized to prepare, negotiate, execute, deliver, file and record any and all such documents, certificates, agreements, instruments, consents and other instruments, and to do, or cause to be done, any and all such further acts and things as they or any of them, may deem necessary, desirable or advisable to make effective or to implement the intent and purpose of the foregoing resolutions, including, without limitation, (a) the execution and filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware, (b) the execution and filing of a Certificate of Merger with the Department of State of the State of New York, and (c) all appropriate filings with the Internal Revenue Service, as they or any of them may deem necessary or desirable to implement the Merger, and any such document, certificate, agreement, instrument, consent or other instrument so executed, or act or thing done or caused to be done by them or any of them, shall be conclusive evidence of their or his or her authority in so doing; and

RESOLVED FURTHER, that all actions taken by the officers, agents or representatives of the Corporation, for and on behalf of the Corporation, in connection with the transactions described or referred to in these resolutions, whether heretofore or hereafter done or performed, which are in conformity with the intent and purposes of these resolutions, the Merger and the Plan of Merger are hereby confirmed, ratified and approved in all respects.

Executed on April   7  , 2011.

CHART INC.

By: Michael F. Biehl  
Name: MICHAEL F. BIEHL  
Title: EXECUTIVE VP, CFO AND TREASURER