

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2007		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Testing Machines, Inc.		11/28/2006
			Entity Type
			CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Testing Machines, Inc.		
Street Address:	40 McCullough Drive		
City:	New Castle		
State/Country:	DELAWARE		
Postal Code:	19720		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 7			
	Property Type	Number	Word Mark
	Registration Number:	1982620	LAB MASTER
	Registration Number:	2019838	MESSMER BUCHEL
	Registration Number:	1471791	MONITOR/IMPACT
	Registration Number:	1893996	TMI
	Registration Number:	1947355	TMI LAB MASTER
	Registration Number:	1879137	TMI SUPERSEALER
	Registration Number:	2641188	VISUAL ASSEMBLY
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	5714320800		
Email:	sstesney@harrityllp.com		
Correspondent Name:	Harrity & Harrity, LLP		

OP \$190.00 1982620

Address Line 1: 11350 Random Hills Road  
Address Line 4: Fairfax, VIRGINIA 22030

ATTORNEY DOCKET NUMBER: 0084-0009MISC

NAME OF SUBMITTER: James M. Olsen

Signature: /James M. Olsen, Reg. No. 40,408/

Date: 02/14/2014

Total Attachments: 10  
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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:58 AM 12/26/2006  
FILED 08:57 AM 12/26/2006  
SRV 061184087 - 4236821 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
TESTING MACHINES, INC.  
INTO  
TESTING MACHINES, INC.**

*(Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware)*

Testing Machines, Inc., a New York corporation (the "Parent Corporation"),  
DOES HEREBY CERTIFY pursuant to Section 253 of the General Corporation Law of the State  
of Delaware, 8 Del.C. § 101 et seq. (the "DGCL") as follows:

**FIRST:** That the Parent Corporation owns one hundred percent (100%) of the outstanding shares of the common stock (being the sole class of stock) of Testing Machines, Inc. (the "Subsidiary Corporation"), a corporation organized and existing under the laws of the State of Delaware (which corporation does not have in its certificate of incorporation the provision required by § 251(g)(7)(i) of the DGCL), of which class there are outstanding shares that, absent Section 253(a) of the DGCL, would be entitled to vote on such merger.

**SECOND:** That the Parent Corporation is a corporation organized and existing under the laws of the State of New York; that the laws of the State of New York permit a corporation of such jurisdiction to merge with a corporation of another jurisdiction; that the Parent Corporation, by resolutions approving a plan of merger (the "Resolutions of Merger") duly adopted by its Board of Directors on the 16<sup>th</sup> day of November, 2006, by unanimous written consent, determined to effect a merger of itself with and into the Subsidiary Corporation, in which the Subsidiary Corporation shall be the surviving corporation (the "Merger"); that a true and correct copy of the Resolutions of Merger is annexed hereto as Exhibit A; and that the Resolutions of Merger have not been amended, modified, rescinded or revoked and are in full force and effect on the date hereof.

**THIRD:** That the Merger has been duly adopted, approved, certified, executed and acknowledged by the Parent Corporation and its stockholders in accordance with the laws of the State of New York, the state in which the Parent Corporation is organized.

**FOURTH:** The future effective time and date of the Merger shall be: 12:01 AM on January 1, 2007.

IN WITNESS WHEREOF, the Parent Corporation has caused this Certificate of Ownership and Merger to be executed and acknowledged in accordance with Section 103 of the DGCL by its undersigned duly authorized officer.

TESTING MACHINES, INC.

[Corporate Seal]

By:   
Name: John L. Sullivan  
Title: President

ATTEST:

  
Ronnie Kopp,  
Corporate Secretary

**EXHIBIT A TO CERTIFICATE OF OWNERSHIP AND MERGER**

**RESOLUTIONS OF MERGER**

1454803

**UNANIMOUS WRITTEN CONSENT  
OF THE DIRECTORS OF  
TESTING MACHINES, INC.  
(NEW YORK)**

The undersigned, being all of the members of the Board of Directors (the "Board") of Testing Machines, Inc., a New York corporation (the "Corporation"), hereby waive the notice, calling, and holding of a meeting of the Board, and in lieu of such a meeting, in accordance with Section 708 of the Business Corporation Law of the State of New York, do hereby consent to, adopt, authorize, and approve the following resolutions and the actions specified therein, and direct that this Unanimous Written Consent be filed with the minutes of proceedings of the Board:

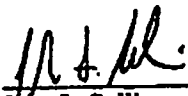
RESOLVED, that the form, terms and provisions of the attached Plan of Merger and the consummation of the transactions contemplated thereby be, and they hereby are, authorized, approved and adopted in all respects, and the officers of the Corporation are hereby authorized and directed to execute, deliver and perform such Plan of Merger and to take such actions and execute, deliver and file such other documents and instruments as they shall deem necessary to carry forward such Plan of Merger; and further

RESOLVED, that all actions taken by any officers, directors and/or stockholders of the Corporation in furtherance of the transactions contemplated by the forgoing resolutions and the attached Plan of Merger be, and they hereby are, ratified, confirmed, adopted and approved in all respects.


This Unanimous Consent may be executed in multiple counterparts, all of which, taken together, shall constitute one and the same document.

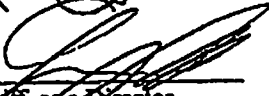
*[THE REMAINDER OF THIS PAGE IS BLANK INTENTIONALLY;  
THE SIGNATURE PAGE(S) IMMEDIATELY FOLLOW]*

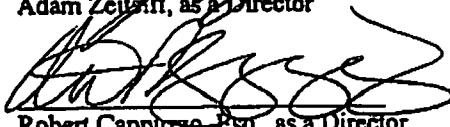
IN WITNESS WHEREOF, the undersigned, being all of the members of the Board, have executed and delivered to the Corporation this Unanimous Written Consent as of November 16, 2006.

  
\_\_\_\_\_  
John L. Sullivan, as a Director


  
\_\_\_\_\_  
Susan Bachelder, as a Director

  
\_\_\_\_\_  
Anthony Yauzi Jr., as a Director

  
\_\_\_\_\_  
Adam Zeitoff, as a Director

  
\_\_\_\_\_  
Robert Cappizzo, Esq., as a Director

Received and Accepted for Filing  
With the Minutes of Proceedings of the  
Board of Directors of the Corporation  
this 28 day of NOVEMBER, 2006

  
\_\_\_\_\_  
Ronnie Kopp,  
as Secretary of the Corporation

**ATTACHMENT TO UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF TESTING MACHINES, INC.**

**PLAN OF MERGER  
OF  
TESTING MACHINES, INC.  
(New York state corporation)  
INTO  
TESTING MACHINES, INC.  
(Delaware state corporation)**

The following plan of merger (this "Plan of Merger") has been adopted by the board of directors and stockholders of Testing Machines, Inc., a New York state corporation (the "Parent Corporation") to provide for the merger (the "Merger") of the Parent Corporation with and into its wholly owned subsidiary, Testing Machines, Inc., a Delaware state corporation (the "Subsidiary Corporation"), pursuant to Section 905 and Section 907 of the New York Business Corporation Law, and Section 253 of the Delaware General Corporation Law, with the Subsidiary Corporation to survive the Merger as a Delaware state corporation (the "Surviving Corporation").

**Article I  
Names of Constituent Corporations**

1. The names of the constituent corporations to the Merger (collectively, the "Constituent Corporations") are Testing Machines, Inc. (*New York state corporation*) and Testing Machines, Inc. (*Delaware state corporation*).
2. The name of the Surviving Corporation is Testing Machines, Inc., a Delaware corporation.

**Article II  
Outstanding Shares of Constituent Corporations**

1. Prior to the Effective Time (as defined hereinbelow) of the Merger, the designation and number of outstanding shares of each class of the Parent Corporation are 1,800 shares of non-voting common stock, no par value each, and 200 shares of voting common stock, no par value each; and the designation and number of outstanding shares of each class of the Subsidiary Corporation are one (1) share of voting common stock, no par value, held by the Parent Corporation.
2. Upon such Effective Time of the Merger, the designation and number of outstanding shares of each class of the Surviving Corporation are 1,800 shares of non-



voting common stock, no par value each, and 200 shares of voting common stock, no par value each, to be held by the former stockholders of Parent.

**Article III**  
**Terms and Conditions of Merger**

**1. Effective Time/Merger.**

At 12:01 AM on January 1, 2007, or such other date as shall be determined by the board of directors of the Parent Corporation (hereinafter, the "Effective Time"), the Parent Corporation shall be merged with and into the Subsidiary Corporation, and the Subsidiary Corporation shall thereupon become the Surviving Corporation. The Merger shall be effectuated pursuant to this Plan of Merger. The Parent Corporation shall be, immediately prior to the Effective Time of the Merger, the owner of one hundred percent (100%) of the issued and outstanding shares of the Subsidiary Corporation's stock.

**2. Certificates of Merger.**

The Parent Corporation shall execute and file a certificate of ownership and merger (the "DE Certificate") with the Office of the Secretary of State of the State of Delaware with respect to the Merger in accordance with Section 253 of the Delaware General Corporation Law at such time as the Parent Corporation in its sole discretion shall determine. The Constituent Corporations shall execute and file a certificate of merger (the "NY Certificate") with the New York Department of State with respect to the Merger in accordance with Section 905 and Section 907 of the New York Business Corporation Law at such time as the Constituent Corporations in their sole discretion shall determine. Each such certificate shall indicate that it shall become effective at the Effective Time of the Merger as set forth hereinabove. The DE Certificate and the NY Certificate are referred to herein collectively as the "Certificates of Merger".

**3. Pro Rata Issuance and Conversion of Shares.**

Insofar as the Parent Corporation will not be the Surviving Corporation, (i) shares of the voting common stock, no par value, of the Surviving Corporation will be issued pro rata to the holders of shares of the voting common stock, no par value, of the Parent Corporation; and (ii) shares of the non-voting common stock, no par value, of the Surviving Corporation will be issued pro rata to the holders of shares of the non-voting common stock, no par value, of the Parent Corporation, as provided below in this Article III such that, upon the Effective Time of the Merger, all of the stockholders of the Parent Corporation shall become all of the stockholders of the Surviving Corporation holding the same shares, in number and designation, as such stockholders held in the Parent Corporation immediately prior to such Effective Time. The manner and basis of converting the shares of the Parent Corporation into shares of the Surviving Corporation shall be as follows:

(a) Each one (1) share of non-voting common stock, no par value per share, of the Parent Corporation outstanding at the Effective Time of the Merger and all rights in respect thereof shall, forthwith upon such Effective Time, be converted into, and become exchanged for one (1) share of non-voting common stock of the Surviving Corporation, and each holder of shares such non-voting common stock of the Parent Corporation shall thereafter be entitled, upon presentation for surrender to the Surviving Corporation or its agent, of the certificate or certificates representing such shares, to receive in exchange therefor a certificate or certificates representing the number of fully paid and non-assessable shares of non-voting common stock, no par value per share, of the Surviving Corporation to which such holder shall be entitled upon the aforesaid basis of conversion and exchange.

(b) Each one (1) share of voting common stock, no par value per share, of the Parent Corporation outstanding at the Effective Time of the Merger and all rights in respect thereof shall, forthwith upon such Effective Time, be converted into, and become exchanged for one (1) share of voting common stock of the Surviving Corporation, and each holder of shares such voting common stock of the Parent Corporation shall thereafter be entitled, upon presentation for surrender to the Surviving Corporation or its agent, of the certificate or certificates representing such shares, to receive in exchange therefor a certificate or certificates representing the number of fully paid and non-assessable shares of voting common stock, no par value per share, of the Surviving Corporation to which such holder shall be entitled upon the aforesaid basis of conversion and exchange.

**4. Cancellation of Subsidiary Corporation Shares.**

Any and all shares of stock of the Subsidiary Corporation issued and outstanding to the Parent Corporation prior to the Merger shall, forthwith upon the Effective Time of the Merger, be cancelled.

**5. Certificate of Incorporation and By-Laws of Surviving Corporation.**

There will be no changes or amendments to the certificate of incorporation or by-laws of the Surviving Corporation to be effected by the Merger. The certificate of incorporation and by-laws of the Surviving Corporation, as they exist at the Effective Time of the Merger, shall be and remain the certificate of incorporation and by-laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein or otherwise as permitted by law.

**6. Annual Meeting of Surviving Corporation.**

The first annual meeting of the shareholders of the Surviving Corporation held after the Effective Time of the Merger shall be the annual meeting provided or to be provided by the By-Laws for the year 2007.

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**7. Board of Directors of Surviving Corporation.**

The directors of the Subsidiary Corporation immediately prior to the Effective Time of the Merger shall, upon the Effective Time of the Merger, continue to be the directors of the Surviving Corporation and shall serve until their respective successors have been duly elected and qualified. The first meeting of the Board of Directors of the Surviving Corporation to be held after the date when the Merger shall become effective may be called or may convene in the manner provided in the By-Laws of the Surviving Corporation and may be held at the time and place specified in the notice of the meeting.

**8. Officers of Surviving Corporation.**

The officers of the Subsidiary Corporation immediately prior to the Effective Time of the Merger shall, upon the Effective Time of the Merger, continue to be the officers of the Surviving Corporation and remain in the same respective offices until the board of directors of the Surviving Corporation shall elect or appoint their respective successors.

**Article IV  
Miscellaneous Provisions**

**1. Authorization by Board and Shareholders.**

This Plan of Merger shall be submitted to the shareholders of the Constituent Corporations for their authorization thereof to the extent required by applicable law.

**2. Effect of Merger.**

(a) The Merger shall be effected upon the Effective Time specified in Paragraph 1 of Article III of this Plan of Merger. Each of the Certificates of Merger shall specify the Effective Time as its future effective date, *provided, however*, in no event shall either Certificate of Merger be filed more than ninety (90) days prior to such Effective Time, in accordance with Section 907(f) of the New York Business Corporation Law and Section 103(d) of the Delaware General Corporation Law.

(b) Upon and following the Effective Time of the Merger, the separate legal existence of the Parent Corporation shall cease, and the Surviving Corporation shall continue its corporate existence under the Delaware General Corporation Law, and shall possess all the rights and assets of each of the Constituent Corporations and be subject to, and be deemed to have hereby assumed, all the liabilities and obligations of each of the Constituent Corporations in accordance with the provisions of the Delaware General Corporation Law. Without limiting the foregoing, the Merger shall have the effects specified in Section 906(b) of the New York Business Corporation Law and Section 259(a) of the Delaware General Corporation Law.

**3. Abandonment of Plan.**

Notwithstanding board or shareholder authorization of this Plan of Merger, this Plan of Merger may be abandoned by either of the Constituent Corporations at any time prior to the Effective Time if it becomes the opinion of the board of directors of either such corporation that events or circumstances have occurred which render the Merger inadvisable. Following the acceptance for filing of the Certificates of Merger, if neither shall be amended or cancelled, upon the Effective Time, it shall be deemed established conclusively that this Plan of Merger has not been abandoned and the Merger has become effective in accordance herewith.

**4. Expenses of Merger.**

The Surviving Corporation shall pay all the expenses of carrying this Plan of Merger into effect and of accomplishing the Merger.

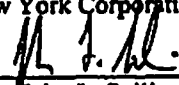
**5. Counterparts.**

For the convenience of the parties and to facilitate execution of this Plan of Merger, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

In Witness Whereof, this Plan of Merger has been subscribed on behalf of the Constituent Corporations as of this 16<sup>th</sup> day of November, 2006, by their respective undersigned duly authorized officers, this Plan of Merger already having been duly adopted by all requisite board of directors and shareholder action in accordance with applicable law.

**PARENT CORPORATION:**

TESTING MACHINES, INC.,  
a New York Corporation

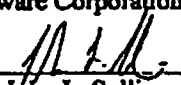
By:   
Name: John L. Sullivan  
Title: President

Attest:

  
Ronnie Kopp, Secretary

**SUBSIDIARY CORPORATION:**

TESTING MACHINES, INC.,  
a Delaware Corporation

By:   
Name: John L. Sullivan  
Title: President

Attest:

  
Ronnie Kopp, Secretary

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