

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM321501

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/01/1965		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pfaunder Permutit Inc.		11/01/1965	CORPORATION:
Ritter Corporation		11/01/1965	CORPORATION:
RECEIVING PARTY DATA			
Name:	Ritter Pfaunder Corporation		
Street Address:	1100 Midtown Tower		
City:	Rochester		
State/Country:	NEW YORK		
Postal Code:	14604		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	0754592	NUCERITE	
Registration Number:	0742320	NUCERITE	
Registration Number:	0737410	NUCERITE	
Registration Number:	0717560	PFAUDLERTRON	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	mdunn@idealawyers.com		
Correspondent Name:	Michael L. Dunn		
Address Line 1:	5555 Main Street		
Address Line 4:	Williamsville, NEW YORK 14221		
ATTORNEY DOCKET NUMBER:	PFG101US		
NAME OF SUBMITTER:	Michael Dunn		
SIGNATURE:	/Michael Dunn/		
DATE SIGNED:	10/28/2014		
Total Attachments: 21			
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MARK: PFAUDLER

REGISTRATION NO.: 202,381

CLASS NO.: 2

AFFIDAVIT

STATE OF NEW YORK)
) SS:
COUNTY OF MONROE)

JAMES M. KIEFFER, being duly sworn, deposes and says that

(1) He is secretary of applicant Ritter Pfaudler Corporation and is authorized to execute this affidavit on behalf of said Corporation.

(2) On October 28, 1965, he was secretary of Pfaudler Permutit Inc.

(3) Pursuant to Section Ninety-One of the Stock Corporation Law of the State of New York and Section 252 of the General Corporation Law of the State of Delaware, The Permutit Company, a corporation of the State of Delaware, was consolidated with the Pfaudler Company.

The consolidated corporation was the Pfaudler Company and not a new corporation, and the name of the surviving corporation, from and after the effective date of the consolidation, October 1, 1957, became Pfaudler Permutit Inc. (a New York corporation).

(4) At special shareholders meetings held October 28, 1965, Ritter Corporation and Pfaudler Permutit Inc. adopted a Plan and Agreement of Consolidation pursuant to which said companies were consolidated into a New York Corporation named Ritter Pfaudler Corporation which consolidation became effective at the opening of business on November 1, 1965.


(5) Pursuant to the terms and conditions of said Plan and Agreement of Consolidation, a copy of which is annexed hereto and marked Exhibit A, Ritter Pfaudler Corporation acquired all of the assets and assumed all of the liabilities and obligations of Ritter Corporation and Pfaudler Permutit Inc.

(6) Attached hereto is a certified copy of the Certificate of Consolidation relating to the aforesaid consolidations and marked Exhibit B.

(7) Ritter Pfaudler Corporation, is now by virtue of the aforesaid consolidation, as set forth in the attached Certificate of Consolidation; the owner of all rights, titles and interest in and to the trademarks formerly owned by Pfaudler Permutit Inc. to the same extent that Pfaudler Permutit Inc. held those rights, titles and interest prior to said consolidation.


James M. Ritter
Secretary
Ritter Pfaudler Corporation

Sworn to and subscribed
before me this 11th day
of November, 1965.


BESSIE NOBLE
NOTARY PUBLIC, State of N. Y., Notary No. 2007
Commission Expires March 31, 1967

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EXHIBIT A

PLAN AND AGREEMENT OF CONSOLIDATION dated the 13th day of August, 1965, by and between RITTER CORPORATION, a corporation organized and existing under the laws of the State of Delaware (hereinafter sometimes referred to as "Ritter" or a "Constituent Corporation"), and a majority of the directors thereof, parties of the first part, and PFAUDLER PERMUTIT INC., a corporation organized and existing under the laws of the State of New York (hereinafter sometimes referred to as "Pfaudler" or a "Constituent Corporation"), and a majority of the directors thereof, parties of the second part,

WITNESSETH:

WHEREAS, Ritter is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on June 30, 1926 under the name of "RITTER DENTAL MANUFACTURING COMPANY, INC." and having an authorized capital stock consisting of 2,500,000 shares of Common Stock, of the par value of \$2.50 each (of which there are 1,695,969 shares issued and outstanding* and 2,936 shares are reacquired shares held in the treasury), and there are no options or conversion or other rights outstanding entitling the holders thereof to acquire or subscribe to any shares of Ritter's Common Stock except for options granted to employees entitling the holders thereof to purchase an aggregate of 46,885 shares of Common Stock, and except for \$4,500,000 aggregate principal amount of Ritter's 4½% Convertible Subordinated Debentures, due December 1, 1980, convertible into Common Stock at \$34.54 a share; and

WHEREAS, Pfaudler is a corporation duly organized and existing under the laws of the State of New York, having been incorporated on May 20, 1902, under the name of "THE PFAUDLER Co." and having an authorized capital stock consisting of 3,000,000 shares of Common Stock, of the par value of \$5.00 each (of which there are 1,741,112 shares issued and outstanding and 117,673 are reacquired shares held in the treasury), and there are no options or conversion or other rights outstanding entitling the holders thereof to acquire or subscribe to any shares of Pfaudler's Common Stock except for options granted to employees entitling the holders thereof to purchase an aggregate of 68,577 shares of Common Stock, and except for an agreement dated September 23, 1960, for the acquisition of all of the outstanding shares of Chem-Atom Associates of Princeton, New Jersey, Inc. pursuant to which an estimated 3,200** additional shares of Common Stock of Pfaudler may be issued; and

WHEREAS, Ritter represents and warrants that the financial statements contained in its annual report to stockholders for the year 1964, as certified by Peat, Marwick, Mitchell & Co., copies of which have been supplied to Pfaudler, fairly present the financial condition of Ritter and its subsidiaries consolidated as at the date thereof and the results of operations for the periods therein specified, were prepared in conformity with generally accepted principles of sound accounting practice consistently applied, and disclose all liabilities, contingent or otherwise, of Ritter and its subsidiaries as at the date thereof; and

WHEREAS, Pfaudler represents and warrants that the financial statements contained in its annual report to stockholders for the year 1964, as certified by Price Waterhouse & Co., copies of which have been supplied to Ritter, fairly present the financial condition of Pfaudler and its subsidiaries consolidated as at the date thereof and the results of operations for the periods therein specified, were prepared in conformity with generally accepted principles of sound accounting practice consistently applied, and disclose all liabilities, contingent or otherwise, of Pfaudler and its subsidiaries as at the date thereof; and

WHEREAS, Ritter represents and warrants that there has not, since December 31, 1964, been any material adverse change (other than a change related to economic or business conditions in general or in the industries of which Ritter is a part) in its business or financial condition or properties; and

* Based on estimated number of full shares outstanding as a result of the merger of M. F. Patterson Dental Supply Company of Delaware into Ritter

** After the date of the Agreement and Plan of Consolidation, the estimate of the number of additional shares which may be issued pursuant to the agreement with Chem-Atom Associates of Princeton, New Jersey, Inc. was increased to 9,500.

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WHEREAS, Pfaudler represents and warrants that there has not, since December 31, 1964, been any material adverse change (other than a change related to economic or business conditions in general or in the industries of which Pfaudler is a part) in its business or financial condition or properties; and

WHEREAS, the board of directors of each of said corporations deems it advisable that Ritter and Pfaudler be consolidated with and into a new corporation and has approved the plan of consolidation herein set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, provisions, covenants and grants herein contained, the parties hereto hereby agree that Ritter and Pfaudler shall be consolidated into a new corporation and that the terms and conditions of the consolidation (hereinafter sometimes called the "consolidation"), the mode of carrying the same into effect and the manner of converting the shares of each of Ritter and Pfaudler into shares of the resulting corporation are and shall be as hereinafter set forth and that the certificate of incorporation of the resulting corporation shall, on the effective date of this plan and agreement, be and be deemed to be as hereinafter provided.

ARTICLE I.

Consolidation Into Resulting Corporation.

1. This plan and agreement shall be submitted to the vote of the stockholders of Ritter and the stockholders of Pfaudler in accordance with the applicable laws of the States of Delaware and New York at meetings which shall be held not later than October 29, 1965 or such later date as the boards of directors of Ritter and Pfaudler shall approve. If this plan and agreement shall be duly authorized and adopted by the requisite votes of such stockholders, and if this plan and agreement shall not have been terminated pursuant to the provisions hereof, then the fact of such adoption shall be certified on this plan and agreement and this plan and agreement shall be signed and acknowledged and filed and recorded in accordance with the laws of the State of Delaware, and a Certificate of Consolidation in appropriate form (hereinafter referred to as the "Certificate of Consolidation") shall be executed and submitted for filing by the Department of State of New York.

2. This plan and agreement shall become effective at the opening of business on November 1, 1965, if the Certificate of Consolidation is filed, and this plan and agreement is filed and recorded, at or prior to that time, or if such filing and recording shall take place thereafter, shall become effective at the close of business on the day it is recorded in Delaware which shall be the same day as the Certificate of Consolidation is filed by the Department of State of New York. The time at which this plan and agreement becomes effective is herein called the "Effective Date."

3. Upon the Effective Date, the separate existence of each of Ritter and Pfaudler, except insofar as it may be continued by statute, shall cease, and Ritter and Pfaudler shall be consolidated into a new corporation, to wit, "Ritter Pfaudler Corporation" (hereinafter referred to as the "Resulting Corporation"), which shall exist under, and be governed by, the laws of the State of New York.

The Resulting Corporation shall, upon the Effective Date, consistently with its Certificate of Incorporation as established by the consolidation, without other transfer, succeed to and possess all the rights, privileges, powers, purposes, franchises and immunities, as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers, purposes, franchises and immunities of each of the Constituent Corporations, and all property, real, personal and mixed.

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and all debts due to either of the Constituent Corporations, on whatever account, as well for stock subscriptions as all other things in action, or belonging to each of the Constituent Corporations, and every other asset of each of the Constituent Corporations shall be vested in the Resulting Corporation, and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Resulting Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of the States of Delaware or New York, or of any of the other states of the United States, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the consolidation or the General Corporation Law of the State of Delaware or the Business Corporation Law of New York, provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the time of such consolidation, and all debts, liabilities, obligations, penalties and duties of the respective Constituent Corporations shall thenceforth be assumed by and attach to the Resulting Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations, penalties and duties had been incurred or contracted by it.

ARTICLE II.

Certificate of Incorporation and the By-Laws of the Resulting Corporation.

The provisions of the Certificate of Incorporation of the Resulting Corporation shall, upon the Effective Date, be as set forth in Schedule A hereto and are incorporated herein by reference. The By-Laws of the Resulting Corporation shall, upon the Effective Date, be as set forth in the form of By-Laws annexed hereto as Schedule B and incorporated herein by reference.

ARTICLE III.

Directors of Resulting Corporation.

The names and places of residence of the directors of the Resulting Corporation who shall hold office until their respective successors shall be elected and shall qualify are as follows:

<u>Name</u>	<u>Residence</u>
Mercer Brugler	12 Creekdale Lane, Rochester, New York
George C. Calvert	155 Babcock Drive, Rochester, New York
John H. Castle, Jr.	2 Parsons Lane, Rochester, New York
Sherman Farnham	3 Whitney Lane, Rochester, New York
Bernard E. Finucane	91 Douglas Road, Rochester, New York
Joseph P. Fox	57 Hickory Ridge Road, Rochester, New York
Donald A. Gaudion	30 Golfside Parkway, Rochester, New York
Fred H. Gowen	150 East 69th Street, New York, New York
Horace J. McAfee	Matthiessen Park, Irvington-on-Hudson, New York

Name	Residence
Ranlet Miner	324 Culver Road, Rochester, New York
W. O. Patterson	15407 McGinty Road, Wayzata, Minnesota
Newman O. Pearsall	217 Everett Avenue, Hewlett Harbor, Long Island, New York
A. Ritter Shumway	Meadowedge, Loch Lane, Greenwich, Connecticut
F. Ritter Shumway	375 Ambassador Drive, Rochester, New York
Robert C. Tait	66 Washington Road, Pittsford, New York
Hulbert W. Tripp	1 Parsons Lane, Rochester, New York
George A. Wilson	120 East-End Avenue, New York 28, New York

If, on the Effective Date, a vacancy shall exist in the board of directors of the Resulting Corporation, such vacancy shall be filled in the manner provided in the By-Laws of the Resulting Corporation.

ARTICLE IV.

Manner of Converting Shares of Ritter and Pfaudler into Shares of the Resulting Corporation.

The manner of converting the shares of Common Stock of Ritter and the shares of Common Stock of Pfaudler into shares of the Resulting Corporation shall be as follows:

(a) Each share of Common Stock of Ritter, and each share of Common Stock of Pfaudler, which shall be outstanding on the Effective Date (except any shares held in the treasury of Ritter or of Pfaudler, as the case may be, which shares shall cease to exist) and all rights in respect thereof shall thereupon forthwith be converted into one share of Common Stock of the Resulting Corporation.

(b) After the Effective Date, each holder of an outstanding certificate or certificates theretofore representing Common Stock of Ritter or Common Stock of Pfaudler shall surrender the same to the Resulting Corporation, and such holder shall be entitled, upon such surrender, to receive in exchange therefor a certificate or certificates representing the number of shares of Common Stock of the Resulting Corporation into which the shares of Common Stock of Ritter or Common Stock of Pfaudler theretofore represented by the certificate or certificates so surrendered shall have been converted as aforesaid. Until so surrendered, each outstanding certificate which, prior to the Effective Date, represented Common Stock of Ritter or Common Stock of Pfaudler, shall be deemed for all corporate purposes to evidence respectively the ownership of shares of Common Stock of the Resulting Corporation into which the shares of Common Stock of Ritter or Common Stock of Pfaudler which, prior to such Effective Date, were represented thereby, have been so converted.

(c) After November 1, 1969, the Resulting Corporation may deposit with the transfer agent in New York City for the Common Stock of the Resulting Corporation, for the account of the holders of a certificate or certificates which, prior to the Effective Date,

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represented shares of Common Stock of Ritter or shares of Common Stock of Pfaudler, and which shall not have been surrendered pursuant to the provisions of Section (b) of this Article IV, an amount in cash equal to the market value of the shares of capital stock, securities or other properties to which, but for such deposit, such holder would then be entitled on the surrender of such certificate or certificates. The market value of any of such shares, stock or securities which are listed on the New York Stock Exchange shall be deemed to be the price of the last sale thereof on the New York Stock Exchange preceding the day of such deposit; provided that, if such sale shall have occurred more than seven days prior to such deposit, or if trading on such Exchange shall then be suspended generally or in respect of any shares, stock or securities, the market value of which is to be determined, such market value shall be determined in such manner as may be prescribed by the board of directors of the Resulting Corporation. The market value of any of such shares, stock or securities or other property not listed on the New York Stock Exchange shall be deemed to be the fair value thereof determined in such manner as may be prescribed by the board of directors of the Resulting Corporation.

If such deposit shall be made by the Resulting Corporation, the holders of outstanding certificates which represented, prior to the Effective Date, Common Stock of Ritter or Common Stock of Pfaudler, shall thereafter have only the right upon surrender of such outstanding certificates to receive their respective pro rata shares of such deposit without interest; provided, however, that, after the expiration of six years after the date of such deposit, the Resulting Corporation shall have the right to direct any balance of such deposit remaining in the hands of such transfer agent to be transferred to it, after which the holders of such certificates remaining outstanding shall look only to the Resulting Corporation for such payment.

ARTICLE V.

Miscellaneous Provisions.

1. The Constituent Corporations hereby respectively agree that from time to time, as and when requested by the Resulting Corporation or by its successors or assigns, they will execute and deliver all such deeds and other instruments and will take or cause to be taken such further or other action as the Resulting Corporation may deem necessary or desirable in order to vest or perfect in, or confirm of record or otherwise to, the Resulting Corporation title to and possession of all said property, rights, privileges, powers and franchises and otherwise to carry out the purposes of this agreement.

2. The Resulting Corporation shall pay all the expenses of carrying this plan and agreement into effect and of accomplishing the consolidation, but, if this plan and agreement is terminated and abandoned, each of the Constituent Corporations shall pay one-half of the expenses incurred by the other in connection with the proposed consolidation.

3. Price Waterhouse & Co. shall be the independent certified public accountants for the Resulting Corporation for the year ending December 31, 1965.

4. After the date hereof, and prior to the Effective Date, neither Ritter nor Pfaudler shall,

(a) without the prior approval of the board of directors of each of the Constituent Corporations, issue or sell, or issue options or rights to subscribe to, any shares of its capital stock or subdivide or in any way reclassify any shares of its capital stock, except for the issuance of shares upon exercise of existing stock options and upon conversion of Ritter's 4½% Convertible Subordinated Debentures, due December 1, 1980 and the issuance of

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shares pursuant to an agreement dated September 23, 1960, for the acquisition by Pfaudler of all of the outstanding shares of Chem-Atom Associates of Princeton, New Jersey, Inc.;

(b) change, by charter amendment or otherwise, the rights of its outstanding capital stock;

(c) declare or pay any dividend on, or make any distribution in respect of, any shares of its capital stock, except that (i) Ritter may, on or about October 1, 1965, pay a dividend of not to exceed 25¢ per share on its Common Stock and (ii) Pfaudler may, on or about September 1, 1965, pay a dividend of not to exceed 25¢ per share on its Common Stock, and

(d) without the consent of the other, enter into any transaction or incur any commitment except in the ordinary course of business, nor incur any additional funded debt for borrowed money.

5. The obligation of each of the Constituent Corporations to effect the consolidation shall be subject to the following conditions:

(a) The representations and warranties of the other Constituent Corporation herein contained shall be substantially accurate in all material respects, and the other Constituent Corporation shall have performed all obligations and complied with all covenants required by this plan and agreement to be performed or complied with by it prior to the Effective Date.

(b) No material adverse change (other than a change related to economic or business conditions in general or in the industries of which the other Constituent Corporation is a part) in the financial condition or business of the other Constituent Corporation shall have occurred, and the other Constituent Corporation shall not have suffered any material loss or damage to any of its properties or assets, whether or not covered by insurance, since the date hereof, which change, loss or damage materially affects or impairs the ability of the other Constituent Corporation to conduct its business.

(c) The carrying out of the terms of this plan and agreement will not conflict with or result in a breach of, or constitute a default under, any agreement or instrument to which the other Constituent Corporation is a party except to the extent that the same shall have been cured by waiver, consent or otherwise.

(d) Receipt of an opinion or opinions of counsel, satisfactory to each of the Constituent Corporations, as to the consequences of the transactions contemplated by this plan and agreement under the Internal Revenue Code of 1954, as amended.

6. Anything herein or elsewhere to the contrary notwithstanding, this plan and agreement may be terminated and abandoned:

(a) by either of the Constituent Corporations at any time prior to its adoption by the stockholders of each of the Constituent Corporations;

(b) by mutual consent of the boards of directors (or, in either case, of the executive committees) of the Constituent Corporations at any time prior to the Effective Date;

(c) by either of the Constituent Corporations if, prior to the Effective Date, any of the conditions to its obligation set forth in Section 5 of this Article V shall not have been met, or if the consolidation becomes inadvisable or impracticable by reason of new legislation, Federal or State, or the institution or threat of litigation or proceedings against either or both of the Constituent Corporations;

(d) by the board of directors (or the executive committee) of either of the Constituent Corporations if, in its opinion, the consolidation is deemed inadvisable or impracticable by

reason of written objections or demands for payment for stock made by stockholders of either of the Constituent Corporations.

7. After the Effective Date, each outstanding option to purchase Ritter Common Stock or Pfaudler Common Stock will be exercisable with respect to the same number of shares of Common Stock of the Resulting Corporation.

8. The Resulting Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Ritter, as well as for enforcement of any obligation of the Resulting Corporation arising from the consolidation, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any suit or other proceeding and specifies 1100 Midtown Tower, Rochester, New York, as the address to which a copy of such process shall be mailed by the Secretary of State.

9. For the convenience of the parties and to facilitate the filing and recording of this plan and agreement, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused this plan and agreement to be signed in their respective corporate names by their respective Presidents or Vice Presidents and their corporate seals to be hereunto affixed and attested by their respective Secretaries or Assistant Secretaries, and a majority of the directors of each of the Constituent Corporations have hereunto set their hands, all as of the day and year first above written.

RITTER CORPORATION

By **F. RITTER SHUMWAY**

President

Attest:

WALTER A. STONE
Secretary

SEAL

F. RITTER SHUMWAY

BERNARD E. FINUCANE

ROBERT C. TAIT

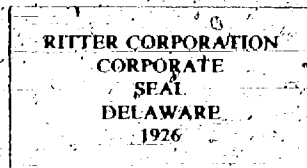
J. P. FOX

W. H. PLUMMER

W. O. PATTERSON

EDWARD J. RIES

A majority of the directors of Ritter Corporation



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PFAUDLER PERMUTIT INC.

By DONALD A. GAUDION
President

Attest:

JAMES M. KIEFFER
Secretary

SEAL

PFAUDLER PERMUTIT INC.
INCORPORATED
1902
ROCHESTER, N. Y.

MERCER BRUGLER

G. C. CALVERT

DONALD A. GAUDION

H. W. TRIPP

SHERMAN FARNHAM

A majority of the directors of Pfaudler Permutit Inc.

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CERTIFICATE OF CONSOLIDATION
OF
RITTER CORPORATION
AND
PFAUDLER PERMUTIT INC.
INTO
RITTER PFAUDLER CORPORATION

Under Section 904 of the Business Corporation Law

We, the undersigned, F. RITTER SHUMWAY and WALTER A. STONE, being respectively the president and the secretary of RITTER CORPORATION, and DONALD A. GAUDION and JAMES M. KIEFFER, being respectively the president and the secretary of PFAUDLER PERMUTIT INC., hereby certify:

1. The name of each constituent corporation is:

Ritter Corporation, and the name under which it was formed is "Ritter Dental Manufacturing Company, Inc."

and

Pfaudler Permutit Inc., and the name under which it was formed is "The Pfaudler Co."

The name of the consolidated corporation is:

RITTER PFAUDLER CORPORATION

2. (a) Ritter Corporation, a corporation duly organized under the laws of the State of Delaware, has an authorized capital stock consisting of 2,500,000 shares of Common Stock, of the par value of \$2.50 each, of which there are 1,695,969 shares issued and outstanding (exclusive of 2,936 reacquired shares held in the treasury), each of which is entitled to one vote per share. The number of such shares may be increased prior to the effective date of this consolidation upon conversion into such shares of any of the \$4,500,000 aggregate principal amount of Ritter Corporation's outstanding 4 1/2% Convertible Subordinated Debentures due December 1, 1980, convertible into such shares of Common Stock at \$34.54 (principal amount) per share or upon exercise of options granted to employees entitling the holders thereof to purchase an aggregate of 46,885 shares.

(b) Pfaudler Permutit Inc., a corporation duly organized under the laws of the State of New York, has an authorized capital stock consisting of 3,000,000 shares of Common Stock of the par value of \$5.00 each, of which there are 1,755,719 shares issued and outstanding (exclusive of 103,066 reacquired shares held in the treasury), each of which is entitled to one vote per share. The number of such shares may be increased prior to the effective date upon exercise of options granted to employees entitling the holders thereof to purchase an aggregate of 71,632 shares.

3. The statements with respect to the consolidated corporation required to be included in a certificate of incorporation of a corporation formed under the Business Corporation Law are as follows:

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"FIRST: The name of the corporation is RITTER PFAUDLER CORPORATION.

SECOND: The purposes for which it is formed are:

1. To engage in any manufacturing, mercantile or trading business of any kind or character whatsoever, and more particularly, but without limiting the generality of the foregoing,

(i) to design, manufacture, purchase, sell, at wholesale or retail, license, use and generally deal in and with, all kinds of dental, medical, hospital and other equipment, mechanical and mercantile specialties, devices, machines, motors, tools, implements, instruments and apparatus and all commodities, supplies, products and by-products which may be used or useful in connection with the study, care and preservation of teeth or the art of dental surgery or health in general;

(ii) to design, manufacture, construct, erect, purchase, sell, at wholesale or retail, license, use, and generally deal in and with tanks and all types of linings therefor, machinery, apparatus, facilities and accessories for (a) the manufacture, storing, treatment, handling and transportation of all types of liquids and other materials and substances, (b) the softening, rectification, purification, demineralizing, filtration or other treatment of any and all kinds of liquids, vapors and/or gases, including, without limitation, water, water supplies and sources of water supply and waste waters, steam, oil and chemicals, (c) the removal, disposition, destruction and utilization of garbage, city, street and house and other sanitary refuse, (d) the conditioning of air for the purpose of increasing human comfort and/or for industrial processes, and (e) for all other purposes;

(iii) to design, manufacture, construct, erect, purchase, sell, at wholesale or retail, license, use, operate and generally deal in and with all types of boiler and power plant equipment, apparatus, accessories and specialties, deaerating heaters, boiler blowoff equipment, water pumps and tanks, spray equipment, gas density indicators and recorders, ion exchange materials and other materials useful for water purification, chemical processes, metal recovery, sugar refining, uranium purification and other purposes, meters, gauges, rate of flow controls and other instruments and appliances for measurement and control;

(iv) to the extent permitted by law, to engage in research and experimentation in the field of atomic energy and allied and supplemental fields, including, without limitation, the design, manufacture, purchase, sale, license, use and operation of machinery, equipment, implements and supplies useful in connection with, or related thereto;

(v) to design, manufacture, purchase, sell, license, use glass and the ingredients thereof, chemicals of every sort, synthetic and plastic substances and products, including any and all compounds, mixtures, and derivatives of the foregoing, or any of them, any and all materials consisting or partly consisting of the foregoing, and in any apparatus, appliances or materials useful in connection with or incidental to any of the foregoing.

2. To do a general commission merchant's and selling agent's business and to buy, hold, own, manufacture, produce, sell, import, export, and generally deal in and with, and dispose of, either as principal or agent, and upon commission or otherwise, all kinds of personal property whatsoever, without limit as to amount; to make and enter into all manner and kinds of contracts, agreements and obligations by or with any person or persons, corpora-

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tion or corporations, for the purchasing, acquiring, manufacturing, producing, completing and selling of any articles of personal property of any kind or nature whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purposes of the business;

3. To acquire by purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, upon such terms and conditions and in such manner as the Board of Directors of the corporation shall determine or agree to, and to the extent to which the same may be allowed by law, all or any part of the property, or any interest therein, real and personal, tangible or intangible, of any nature whatsoever, wherever situated, including the good will, business, and rights of all kinds, of any other corporation or of any person, firm, or association which may be useful or convenient in the business of the corporation and to pay for the same in cash, stocks, bonds or in other securities of the corporation, or partly in cash and partly in such stocks, bonds, or other securities, or in such other manner as may be agreed, and to assume in connection with the acquisition of any such property any liabilities of any such corporation, person, firm or association, and to own, hold, possess, improve, employ, use, sell, convey, lease, exchange, transfer, or otherwise dispose of, or mortgage or pledge or create a security interest in, and otherwise deal in and with, such properties, and to conduct in any legal manner the whole or any part of any business so acquired;

4. To subscribe to, purchase, take, receive, or otherwise acquire, hold, own, employ, use, invest in, sell, lend, exchange, assign, transfer, mortgage, pledge, or otherwise dispose of or deal in and with the shares, bonds, debentures or other securities, obligations, notes or interests of others, including other corporations, domestic or foreign, whether engaged in similar or different business, governmental or other activities; and to possess and exercise in respect thereof all the rights, powers and privileges of individual owners thereof including any and all voting powers; and also to issue in exchange therefor its shares, bonds and other obligations;

5. To obtain, purchase or otherwise acquire, to hold, own, use, sell, assign or otherwise dispose of, to grant licenses in respect of or otherwise exploit and turn to account, any and all inventions and improvements and any letters patent or application therefor, including design patents, of the United States or other countries and to obtain and hold licenses or other patent rights; to devise, adopt, use, own, purchase or otherwise acquire and to sell, assign or otherwise dispose of, any and all processes, formulae, trade secrets, devices of all kinds, copyrights, trademarks, trade names and trademark rights and registrations or applications for registration therefor in the United States or in other countries, and, when purchasing, acquiring or otherwise obtaining any such processes, formulae, trade secrets, devices, copyrights, trademarks, trade names or trademark rights, to take over and acquire the good will, assets and business in connection with which said processes, formulae, trade secrets, devices, copyrights, trademarks, trade names or trademark rights are or have been used; and to use, exercise and develop the same in any manner, useful, necessary or convenient to the purposes and objects of the corporation,

6. To make contracts, give guarantees, incur liabilities, and borrow money, at such rates of interest or for such consideration as the corporation may determine for any of the purposes of the corporation from time to time without limit (so far as may be permitted by law), and from time to time to make, accept, endorse, execute and issue bonds, debentures,

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promissory notes, drafts, bills of exchange and other negotiable and/or non-negotiable obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation or its business, and to secure the payment of and the interest on any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to, all or any part of the real and/or personal property, rights, privileges or franchises of the corporation wheresoever situated, whether now owned or hereafter to be acquired, and to provide that any such bonds, debentures, notes or other obligations shall be convertible into, or exchangeable for, shares of the corporation upon such terms and conditions (so far as may be permitted by law) as the Board of Directors shall determine and cause to be specified therein, and to sell, pledge or otherwise dispose of such obligations of the corporation for its corporate purposes;

7. To apply for, purchase or acquire, and to exercise and enjoy, any license, power, authority, franchise, right or privilege which any government or authority or other public body shall enact, make or grant;

8. Out of funds legally available for such purposes (and to the extent permitted by law), to purchase, receive, take or otherwise acquire, own, hold, sell, lend, exchange, transfer or otherwise dispose of, pledge, use, reissue, and otherwise deal in and with its own shares, its bonds and other securities;

9. To exercise any of its powers itself or through the medium of subsidiary corporations organized under the laws of the United States of America or of any state thereof or of any foreign government or country or subdivision thereof;

10. To carry out all or any part of the foregoing purposes in any and all parts of the world and in furtherance of such purposes to conduct business in all or any of its branches as incorporator (of other corporations of any type or kind, in and to the extent permitted by any jurisdiction other than the State of New York), promoter, partner, member, associate, manager, principal, factor, agent, contractor or otherwise of other business enterprises or ventures, either alone or through or in conjunction with any corporations, associations, partnerships, firms, trustees, syndicates, individuals, organizations and other entities located in or organized under the laws of any part of the world, and, in carrying out, conducting or performing its business and attaining or furthering any of its objects and purposes, to maintain offices, branches and agencies in any part of the world, to make and perform any contracts and to do any acts and things, and to carry on any similar or incidental business and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes and which might be engaged in or carried on by a corporation formed under the Business Corporation Law and to have and exercise all of the powers conferred by the laws of the State of New York upon corporations formed under the Business Corporation Law;

11. To do everything necessary, proper, advisable or convenient to effect and for the accomplishment or the furtherance of any of the purposes herein set forth and to do every other act and thing incidental thereto in connection therewith, provided the same be not forbidden by the laws of New York.

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The foregoing clauses shall not be construed as a limitation of the general powers conferred upon corporations by the laws of the State of New York, subject to any limitations thereof contained in this Certificate of Incorporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of the corporation and that the corporation may do all and everything necessary, suitable or appropriate for the accomplishment of any of the purposes hereinbefore enumerated and for the exercise of any of its general powers, either alone or in association with other corporations, firms or individuals, to the same extent and as fully as individuals might or could do either as principals or as agents, contractors or otherwise.

THIRD: The City and the County within the State of New York in which the office of the corporation is to be located are as follows:

<u>City</u>	<u>County</u>
Rochester	Monroe

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is SIX MILLION (6,000,000) shares of Common Stock, of the par value of FIVE DOLLARS (\$5.00) per share, all of which shares are of the same class.

The authorized shares of the corporation may be issued and sold by the corporation for such consideration as from time to time may be fixed by the Board of Directors. No holder of shares of any class, notwithstanding any proposed issuance by the corporation of, or the proposed granting by the corporation of rights or options to purchase, its shares of any class or any shares or other securities convertible into or carrying rights or options to purchase its shares of any class, shall, in any event, have the right to purchase such shares or other securities of the corporation or have any preemptive rights whatsoever to purchase shares or other securities of the corporation.

FIFTH: The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is

1100 Midtown Tower, Rochester, New York

SIXTH: All corporate powers of the corporation shall be exercised by the Board of Directors:

1. The number of directors which shall constitute the whole Board of Directors of the corporation shall be such number as shall be fixed in accordance with the by-laws of the corporation as from time to time amended in the manner permitted by law. In case of any increase in the number of directors, or any vacancies occurring in the Board of Directors for any reason, the vacancy or vacancies created thereby shall be filled in the manner provided in the by-laws;

2. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees, each committee to consist of three or more directors of the corporation, which, to the extent permitted by law and provided by such resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors, during intervals between meetings of the Board of Directors, in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it;

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3. Subject to any limitation contained in the by-laws adopted by the shareholders, the Board of Directors may adopt by-laws and from time to time may, at any meeting at which a quorum is present, alter, amend or repeal any by-laws, but any by-laws adopted by the Board of Directors may be altered, amended or repealed by the shareholders at any meeting of shareholders by the affirmative vote of the holders of a majority of the shares present and voting at such meeting;

4. The Board of Directors shall have power from time to time to fix and determine and to vary the amount of the working capital of the corporation, to direct and determine the use and disposition thereof, to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purposes and to abolish any such reserve in the manner in which it was created;

5. The Board of Directors may from time to time determine whether and to what extent and at which times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the shareholders, and no shareholder shall have any right to inspect any account, book or document of the corporation except as conferred by statute or as authorized by the Board of Directors;

6. Any contract, act or transaction of the corporation or of the directors may be ratified by a vote of a majority of the shares having voting power at any meeting of shareholders, or at any special meeting called for such purpose, and such ratification shall, so far as permitted by law and by this certificate of incorporation, be as valid and as binding as though ratified by every shareholder of the corporation;

SEVENTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred upon the shareholders are granted subject to this reservation."

4. The Effective Date of this consolidation shall be November 1, 1965.

5. This consolidation may be terminated or abandoned:

(a) By mutual consent of the boards of directors (or, in either case, of the executive committees) of Ritter Corporation and Pfaudler Permutit Inc. at any time prior to the effective date hereof;

(b) By either Ritter Corporation or by Pfaudler Permutit Inc. if, prior to the effective date, any of the conditions to their respective obligations set forth in Section 5 of Article V of the Plan and Agreement of Consolidation, dated the 13th day of August, 1965, between said corporations, shall not have been met or if the consolidation becomes inadvisable or impractical by reasons of new legislation, Federal or State or the institution or threat of litigation or proceedings against either or both of said corporations;

(c) By the board of directors (or the executive committee) of either Ritter Corporation or Pfaudler Permutit Inc. if, in its opinion, the consolidation is deemed inadvisable or impractical by reason of written objections or demands for payment for stock made by stockholders of either of said corporations.

6. The Certificate of Incorporation of Pfaudler Permutit Inc. was filed with the Office of the Secretary of State of New York on May 20, 1902; the Certificate of Incorporation of Ritter Corporation was filed and recorded in Delaware on June 30, 1926; and Ritter Corporation was authorized to do business as a foreign corporation in New York on August 14, 1926.

7. The plan of consolidation was adopted by the board of directors of Pfaudler Permutit Inc. and adopted at a meeting of the shareholders of Pfaudler Permutit Inc. by vote of the holders of two-thirds of all outstanding shares entitled to vote thereon. All necessary steps have been taken under the laws of the State of Delaware by the board of directors and stockholders of Ritter Corporation to authorize the consolidation, and the consolidation is permitted under the laws of Delaware.

IN WITNESS WHEREOF, we have signed and verified this Certificate on the 28th day of October, 1965.

RITTER CORPORATION

By: *F Ritter Shumway*
F. Ritter Shumway, *President*

Walter A Stone
Walter A. Stone, *Secretary*

PFAUDLER PERMUTIT INC.

By: *Donald A Gaudion*
Donald A. Gaudion, *President*

James M Kieffer
James M. Kieffer, *Secretary*

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STATE OF NEW YORK }
COUNTY OF NEW YORK } SS

F. RITTER SHUMWAY, being first duly sworn, deposes and says that he is the President of Ritter Corporation, that he has read the foregoing certificate and knows the contents thereof and that the statements therein are true.

F. RITTER SHUMWAY

Sworn to before me this
28th day of October, 1965

Curtis W. Engert
Notary Public
CURTIS W. ENGERT
NOTARY PUBLIC, STATE OF NEW YORK
No. 3112275
Qualified in New York County
Commission expires March 30, 1967

STATE OF NEW YORK }
COUNTY OF MONROE } SS

DONALD A. GAUDION, being first duly sworn, deposes and says that he is the President of Pfaudler Permutit Inc., that he has read the foregoing certificate and knows the contents thereof and that statements therein contained are true.

Donald A. Gaudion

Sworn to before me this
28th day of October, 1965

Harold Samloff
Notary Public
HAROLD SAMLOFF
Notary Public in the State of New York
MONROE COUNTY, N. Y.
Commission Expires March 30, 1967

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State of New York
DEPARTMENT OF STATE

20029

I CERTIFY That I have compared the preceding
copy with the original Certificate of Consolidation of
RITTER CORPORATION (a Delaware corporation) and
PFAUDLER PERMUTIT INC. (a New York corporation) forming
RITTER PFAUDLER CORPORATION, (a New York corporation),
filed in this department on the 1st day of November, 1965, and that such
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this first day
of November, one thousand nine hundred
sixty-five.

John P. Domenico

132 221 Secretary of State

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CERTIFICATE OF RESERVATION

2746

STATE OF NEW YORK }
DEPARTMENT OF STATE } ss.:

I DO HEREBY CERTIFY, That the name
RITTER PFAUDLER CORPORATION,
for a corporation has been reserved for the use of
NIXON, HARGRAVE, DEVANS & DOYLE,
for a period of sixty days from the date hereof, for the creation of a domestic corporation
resulting from Consolidation of RITTER CORPORATION and PFAUDLER PERMUTIT INC.

Given under my hand and the official seal of the Department of State
at the City of Albany, this fifteenth day
of September, 1965.

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John P. Lomenzo
Secretary of State

Certificate of reservation must accompany Certificate of Incorporation or Application of Authority
when presented for filing.

11/13

117396

Handwritten notes:
Ritter Permutt
117396
11/13

CERTIFICATE OF CONSOLIDATION

OF

RITTER CORPORATION

AND

PERMUTT INC

INTO

RITTER PERMUTT CORPORATION

Under Section 904 of the
Business Corporation Law

Handwritten notes:
Ritter Permutt, 117396
31 Exchange Street
Roseland, NJ

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED 11/15/95
FAX 2-500-
FILING FEE 30-

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RECORDED
U.S. PATENT OFFICE

NOV 15 1995

Signature
COMMISSIONER OF PATENTS