

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM374443

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2015
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
QIOPTIQ, INC.		12/31/2015	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	QIOPTIQ NORTH AMERICA, INC.
Street Address:	78 SCHUYLER BALDWIN DRIVE
City:	FAIRPORT
State/Country:	NEW YORK
Postal Code:	14450
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3832953	POWERMATCH
Registration Number:	3829501	POWERMATRIX
Registration Number:	3763102	FETURA
Registration Number:	2342423	OPTEM
Registration Number:	2406738	OPTIGRID

CORRESPONDENCE DATA

Fax Number: 6036278121

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.

Phone: 6036680300

Email: ipadm@sheehan.com

Correspondent Name: SHEEHAN PHINNEY BASS + GREEN PA

Address Line 1: 1000 ELM STREET

Address Line 2: 17TH FLOOR

Address Line 4: MANCHESTER, NEW HAMPSHIRE 03101

ATTORNEY DOCKET NUMBER:	42562-15001
NAME OF SUBMITTER:	Maria Bjornholm
SIGNATURE:	/Maria Bjornholm/

TRADEMARK

DATE SIGNED:

02/25/2016

Total Attachments: 5

source=Qioptiq Inc to Qioptiq North America#page1.tif

source=Qioptiq Inc to Qioptiq North America#page2.tif

source=Qioptiq Inc to Qioptiq North America#page3.tif

source=Qioptiq Inc to Qioptiq North America#page4.tif

source=Qioptiq Inc to Qioptiq North America#page5.tif

Delaware

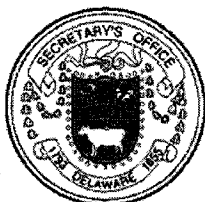
The First State

Page 1

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:

"QIOPTIQ, INC.", A NEW YORK CORPORATION,
WITH AND INTO "QIOPTIQ NORTH AMERICA, INC." UNDER THE NAME OF "QIOPTIQ NORTH AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF JANUARY, A.D. 2016, AT 9:02 O`CLOCK A.M.

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



2634031 8100M
SR# 20160009465

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 201603169
Date: 01-04-16

TRADEMARK
REEL: 005739 FRAME: 0018

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING QIOPTIQ, INC. INTO

QIOPTIQ NORTH AMERICA, INC.

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Qioptiq North America, Inc., a Delaware corporation (the "Corporation"), does hereby certify to the following facts relating to the merger of Qioptiq, Inc., a New York corporation (the "Subsidiary") with and into the Corporation, with the Corporation remaining as the surviving corporation under the name "Qioptiq North America, Inc.":

1. The Corporation is incorporated under the laws of the State of Delaware and the Subsidiary is incorporated under the laws of the State of New York.

The Corporation owns all of the outstanding shares of Qioptiq, Inc., a New York corporation (the "Subsidiary").

2. On December 31, 2015, the Board of Directors of the Corporation adopted the resolutions attached hereto as Exhibit A to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by an authorized officer the 31st day of December 2015.

QIOPTIQ NORTH AMERICA, INC.

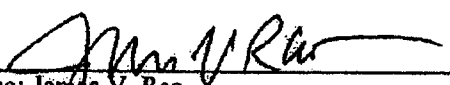
By: 
Name: James V. Rao
Title: Chief Financial Officer

EXHIBIT A

QIOPTIQ NORTH AMERICA, INC.

**ACTION BY UNANIMOUS WRITTEN CONSENT OF DIRECTORS IN LIEU OF A
SPECIAL MEETING OF THE BOARD**

December 31, 2015

The undersigned, being all of the members of the Board of Directors (the "Board") of Qioptiq North America, Inc., a Delaware corporation (the "Corporation"), pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, hereby unanimously consent to the adoption of the following actions and adopt the following resolutions in lieu of a special meeting of the Board of the Corporation.

WHEREAS, the Corporation lawfully owns 100% of the outstanding capital stock of Qioptiq, Inc., a New York corporation (the "Subsidiary");

WHEREAS, the Corporation desires to merge with and into itself the Subsidiary, pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, and to be possessed of all the estate, property, rights, privileges and franchises of said corporation; and

WHEREAS, the Board has determined that the Plan of Merger, substantially in the form attached hereto as Exhibit A (the "Plan of Merger"), setting forth the terms and conditions of the Merger, is advisable and in the best interests of the Corporation and its stockholders.

NOW, THEREFORE, BE IT:

- RESOLVED: That the Plan of Merger and the Merger provided for therein be, and they hereby are, approved and authorized in all respects; and be it further
- RESOLVED: That the Corporation merge with and into itself said Subsidiary and assume all of its liabilities and obligations; and be it further
- RESOLVED: That an authorized officer of the Corporation (the "Authorized Officers") be, and he or she is, hereby directed to make and execute a certificate of ownership setting forth a copy of the resolutions to merge said Subsidiary and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware; and be it further
- RESOLVED: That any Authorized Officer, be, and he or she is, hereby directed to make, execute and file with the Department of State of New York a certificate of merger; and be it further
- RESOLVED: That the Authorized Officers, and any of them acting singly, be and hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or desirable to effect said merger; and be it further

RESOLVED: That the authority given hereunder shall be deemed retroactive and any and all acts relating to the subject matter of the foregoing resolutions performed prior to the passage of these resolutions by any officer of the Corporation are hereby ratified and approved.

[The remainder of this page has been intentionally left blank.]