

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM437981

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/18/2016

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FCI AMERICAS TECHNOLOGY LLC		11/18/2016	Limited Liability Company: NEVADA

RECEIVING PARTY DATA

Name:	FCI USA LLC
Street Address:	825 Old Trail Road
City:	Etters
State/Country:	PENNSYLVANIA
Postal Code:	17319
Entity Type:	Limited Liability Company: NEW YORK

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Registration Number:	2944644	AIRMAX
Registration Number:	2848792	AIRMAX VS
Registration Number:	4625468	AIRMAX VS2
Registration Number:	4084833	AIRMAX VSE
Registration Number:	1883376	BERG
Registration Number:	1302459	BERGCON
Registration Number:	1310878	BERGPIN
Registration Number:	1312129	BERGPOST
Registration Number:	2095781	BERGSTAK
Serial Number:	86959649	BERGSTAK HS
Registration Number:	2102279	BERGSTRIIP
Serial Number:	86961388	EHPCE
Registration Number:	4645714	EXAMEZZ
Registration Number:	1388099	FASTECH
Registration Number:	2729745	GIG-ARRAY
Registration Number:	4026692	HPCE
Registration Number:	3563986	LATCH-N-LOK
Registration Number:	2186572	MEG-ARRAY

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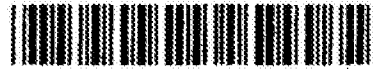
Property Type	Number	Word Mark
Registration Number:	2408308	MEG-ARRAY
Registration Number:	2250741	METRAL
Registration Number:	2355023	MICROPAX
Registration Number:	2378540	PV
Registration Number:	2278115	PWR BLADE
Registration Number:	2447454	QUICKIE
Registration Number:	4293361	SXT

CORRESPONDENCE DATA

Fax Number: 6176468646
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: 617-646-8000
Email: cxltrademarks@wolfgreenfield.com
Correspondent Name: Christina M. Licursi
Address Line 1: 600 Atlantic Avenue
Address Line 2: Wolf Greenfield & Sacks, P.C.
Address Line 4: Boston, MASSACHUSETTS 02210

ATTORNEY DOCKET NUMBER:	A1156.40000US00
NAME OF SUBMITTER:	Christina M. Licursi
SIGNATURE:	/cml/
DATE SIGNED:	08/04/2017

Total Attachments: 14
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BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number 20160532397-08
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time 12/07/2016 8:18 AM
	Entity Number C613-1993

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Articles of Merger
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

FCI Americas Technology LLC	
Name of merging entity	
Nevada	Limited liability company
Jurisdiction	Entity type *
Name of merging entity	
Jurisdiction	
Entity type *	
Name of merging entity	
Jurisdiction	
Entity type *	
Name of merging entity	
Jurisdiction	
Entity type *	
and,	
FCI USA LLC	
Name of surviving entity	
New York	Limited liability company
Jurisdiction	Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Pages 1
Revised: 1-8-15



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 2

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn: FCI USA LLC

c/o: CT Corporation System
 111 Eighth Avenue
 New York, NY 10011

3) Choose one:

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

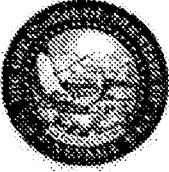
Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2
 Revised: 1-5-15



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 3

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(b) The plan was approved by the required consent of the owners of *:

FCI Americas Technology LLC
 Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

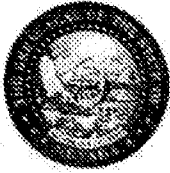
and, or;

FCI USA LLC
 Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State - 92A Merger Page 3
 Revised: 1-5-15



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

and, or,

 Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 4
 Revised: 1-2-13



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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 5

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6) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200):

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date:

Time:

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Form 6
 revised: 1-8-15



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 Secretary of State
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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 6


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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.238)*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

FCI Americas Technology LLC
 Name of merging entity

X 
 Signature Title Date

Name of merging entity

X
 Signature Title Date

Name of merging entity


X
 Signature Title Date

Name of merging entity

X
 Signature Title Date

and,

FCI USA LLC
 Name of surviving entity

X 
 Signature Title Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6
 Revised: 1-5-15

PLAN AND AGREEMENT OF MERGER

TO MERGE

FCI AMERICAS TECHNOLOGY LLC
(a Nevada limited liability company)

WITH AND INTO

FCI USA LLC
(a New York limited liability company)

PLAN AND AGREEMENT OF MERGER entered into as of November 18, 2016 by **FCI AMERICAS TECHNOLOGY LLC**, a Nevada limited liability company ("FCI Americas"), and approved by resolution adopted by its Managers and sole Member on said date, and entered into as of November 18, 2016 by **FCI USA LLC**, a New York limited liability company ("FCI USA"), and approved by resolution adopted by its Managers and sole Member on said date.

WHEREAS, FCI Americas is a limited liability company formed under the laws of the State of Nevada, with an office located 825 Old Trail Road, Eters, Pennsylvania 17319; and

WHEREAS, FCI USA is a limited liability company formed under the laws of the State of New York, with an office located 825 Old Trail Road, Eters, Pennsylvania 17319; and

WHEREAS, Chapter 92A of the Nevada Revised Statutes (the "Nevada Law") permits a merger of a domestic limited liability company with one or more foreign or domestic limited liability companies; and

WHEREAS, the New York Limited Liability Company Law (the "New York Law") permits a merger of a foreign or domestic limited liability company with one or more foreign or domestic limited liability companies; and

WHEREAS, FCI Americas and FCI USA, and the respective Managers thereof, declare it advisable and to the advantage, welfare, and best interests of said limited liability companies and their respective members to merge FCI Americas with and into FCI USA pursuant to the provisions of each of the Nevada Law and the New York Law upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by FCI Americas and approved by a resolution adopted by its Managers and Sole Member, and being thereunto duly entered into by FCI USA and approved by a resolution adopted by its Managers and Sole Member, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. FCI Americas shall, pursuant to the provisions of each of the New York Law and the Nevada Law, be merged with and into a single limited liability company, to wit, FCI USA LLC, which shall be the surviving limited liability company from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Company," and which shall continue to exist as said Surviving Company under the name FCI USA LLC pursuant to the provisions of the New York Law. The

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separate existence of FCI Americas, which is sometimes hereinafter referred to as the "Terminating Company," shall cease at said effective time in accordance with the provisions of the Nevada Law.

2. The Articles of Organization of the Surviving Company as in force and effect in the State of New York at the effective time of the merger herein provided for shall continue to be the Articles of Organization of said Surviving Company until further amended and changed pursuant to the provisions of the New York Law.

3. The Managers and officers of the Surviving Company at the effective time of the merger shall be the Managers and the officers of the Surviving Company, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the governing documents of the Surviving Company.

4. The membership interests in the Terminating Company shall be deemed converted into membership interests in the Surviving Company at the effective time of the merger.

5. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted on behalf of the Surviving Company in accordance with the provisions of the New York Law and on behalf of the Terminating Company in accordance with the provisions of the Nevada Law, the Surviving Company and the Terminating Company agree that they will cause to be executed, filed and recorded any document or documents prescribed by the laws of the States of New York and Nevada, and that they will cause to be performed all necessary acts within the States of New York and Nevada, and elsewhere, to effectuate the merger herein provided for.

6. FCI USA, as the Surviving Company, shall agree to be served with process in the State of Nevada in any proceeding for enforcement of any obligation of the Terminating Company, and shall be responsible for the payment of all fees and franchise taxes of the Terminating Company and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

7. The Managers and the proper officers of the Terminating Company and of the Surviving Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for, and empower and direct others to do the same.

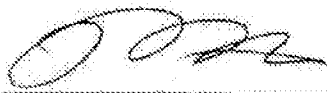
8. The effective time of Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the States of Nevada and New York, shall be upon the filing of the later of the Articles of Merger with the proper office in the State of Nevada or the filing of the Certificate of Merger with the proper office in the State of New York.

9. This Agreement is on file in the offices of the Surviving Company at 825 Old Trail Road, Eppers, Pennsylvania 17319 and with Lance D'Amico, Secretary and General Counsel, c/o Amphenol Corporation Headquarters, 358 Hall Avenue, Wallingford, CT 06492.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed on behalf of each of the constituent companies which are parties thereto.

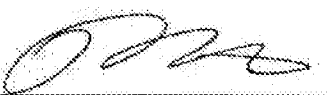
Dated: as of November 18, 2016

FCI AMERICAS TECHNOLOGY LLC

By: 

R. Adam Norwitt
Its Manager

FCI USA LLC

By: 

R. Adam Norwitt
Its Manager

Signatures continued on next page...

CERTIFICATE OF SECRETARY OF FCI AMERICAS TECHNOLOGY LLC

The undersigned, being the Secretary of FCI Americas Technology LLC, does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the sole holder of all of the outstanding membership interests of said company, in accordance with the provisions of Chapter 92A of the Nevada Revised Statutes.

Dated: as of November 18, 2016



Lance D'Amico
Secretary of FCI Americas Technology LLC

CERTIFICATE OF SECRETARY OF FCI USA LLC

The undersigned, being the Secretary of FCI USA LLC, does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the sole holder of all of the outstanding membership interests of said company, in accordance with the provisions of the New York Limited Liability Company Law.

Dated: as of November 18, 2016



Lance D'Amico
Secretary of FCI USA LLC

**JOINT WRITTEN CONSENT
OF
THE MANAGERS AND SOLE MEMBER
OF
FCI USA LLC**

THE UNDERSIGNED, being all of the Managers and the sole member of **FCI USA LLC**, a New York limited liability company (the "Company"), do hereby adopt by consent the following resolutions:

WHEREAS, the Managers have determined that it is in the best interests of the Company to merge the Company with FCI Americas Technology LLC ("FCI Americas"), in the manner provided in the Plan and Agreement of Merger attached hereto as Exhibit A (the "Plan").

NOW THEREFORE BE IT

RESOLVED, that the Company be merged with FCI Americas, as provided in Section 1000 *et seq.* of the New York Limited Liability Company Law and Chapter 92A of the Nevada Revised Statutes, and in accordance with the Plan, and that all of the estate, property, rights, privileges, powers, and franchises of FCI Americas be vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as if the same were before held and enjoyed by the Company in its name; and be it further

RESOLVED, that the Company assumes all of the obligations of FCI Americas effective as of the effective date of the merger; and be it further

RESOLVED, that the form, terms, and provisions of the Plan are hereby authorized and approved; and be it further


RESOLVED, that the Company shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the States of New York and Nevada, and will cause to be performed all necessary acts within the jurisdiction of organization of the Company and elsewhere; and be it further

RESOLVED, that the effective date of the Certificate of Merger in the State of New York and the Articles of Merger in the State of Nevada shall be upon the filing of the later of the Articles of Merger with the proper office in the State of Nevada or the filing of the Certificate of Merger with the proper office in the State of New York; and be it further

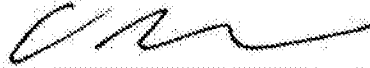
RESOLVED, that the officers of the Company, and each of them singly, are hereby authorized, empowered, and directed to take all further action and to execute, deliver, certify, and file all such other instruments and documents, and empower and direct others to do the same, in the name and on behalf of the Company, under its corporate seal or otherwise, and to pay all such fees and expenses as such officers, and each of them singly, approve as necessary to carry out the intent and accomplish the purpose of the foregoing resolutions and the transactions contemplated thereby, and taking of such actions and the execution, delivery, certification, and filing of such documents to be conclusive evidence of such approval.

Dated as of the 18th day of November, 2016.

MANAGERS:



R. Adam Norwitt




Craig A. Lampo

SOLE MEMBER:

FCI S'HERTOGENBOSCH BV, NETHERLANDS

By:



R. Adam Norwitt
Its Director

**JOINT WRITTEN CONSENT
OF
THE MANAGERS AND SOLE MEMBER
OF
FCI AMERICAS TECHNOLOGY LLC**

THE UNDERSIGNED, being the all of the Managers and the sole member of **FCI Americas Technology LLC**, a Nevada limited liability company (the "Company"), do hereby adopt by consent the following resolutions:

WHEREAS, the Managers have determined that it is in the best interests of the Company to merge the Company into FCI USA LLC ("FCI USA"), in the manner provided in the Plan and Agreement of Merger attached hereto as Exhibit A (the "Plan").

NOW THEREFORE BE IT

RESOLVED, that the Company be merged with FCI USA, as provided in Section 1000 *et seq.* of the New York Limited Liability Company Law and Chapter 92A of the Nevada Revised Statutes, and in accordance with the Plan, and that all of the estate, property, rights, privileges, powers, and franchises of the Company be vested in and held and enjoyed by FCI USA as fully and entirely and without change or diminution as if the same were before held and enjoyed by FCI USA in its name; and be it further

RESOLVED, that FCI USA assumes all of the obligation's of the Company effective as of the effective date of the merger; and be it further

RESOLVED, that the form, terms, and provisions of the Plan are hereby authorized and approved; and be it further


RESOLVED, that the Company shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the States of Nevada and New York, and will cause to be performed all necessary acts within the jurisdiction of organization of the Company and elsewhere; and be it further

RESOLVED, that the effective date of the Articles of Merger in the State of Nevada and the Certificate of Merger in the State of New York shall be upon the filing of the later of the Articles of Merger with the proper office in the State of Nevada or the filing of the Certificate of Merger with the proper office in the State of New York; and be it further

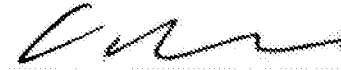
RESOLVED, that the officers of the Company, and each of them singly, are hereby authorized, empowered, and directed to take all further action and to execute, deliver, certify, and file all such other instruments and documents, and empower and direct others to do the same, in the name and on behalf of the Company, under its corporate seal or otherwise, and to pay all such fees and expenses as such officers, and each of them singly, approve as necessary to carry out the intent and accomplish the purpose of the foregoing resolutions and the transactions contemplated thereby, and taking of such actions and the execution, delivery, certification, and filing of such documents to be conclusive evidence of such approval.

Dated as of the 18th day of November, 2016.

MANAGERS:



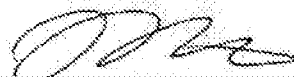
R. Adam Norwitt



Craig A. Lampo

SOLE MEMBER:

FCI USA LLC

By: 

R. Adam Norwitt
Its Manager