

09-24-1998

NLY

Tab settings → → → ▼

To the Honorable Commissioner of

the attached original documents or copy thereof



100836617

1. Name of conveying party(ies):

Ferranti FSI, Inc.

Name and address of receiving party(ies):

Name: Sciaky, Inc.

Internal Address:

Street Address: 11878 Hubbard

City: Livonia State: MI ZIP: 48150-1733

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 27, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1142292 1269020
1364213 1127830

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Marjory G. Basile, Esq.

Internal Address:

Miller, Canfield, Paddock and Stone, PLC

Street Address: 150 W. Jefferson, Suite 2500

City: Detroit State: MI ZIP: 48226

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 115400

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Marjory G. Basile, Esq.

Name of Person Signing

Marjory G. Basile
Signature

9-8-98

Date

Total number of pages comprising cover sheet: 7

OMB No. 0351-0011 (exp. 10-97)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK

REEL: 1790 FRAME: 0728

MD 9-18-98

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SCI AKY, INC.", A MICHIGAN CORPORATION,
WITH AND INTO "FERRANTI FSI, INC." UNDER THE NAME OF
"SCI AKY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1998, AT 1:30 O'CLOCK P.M.

FSI



A handwritten signature in cursive, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

0813151 8100M

981174282

AUTHENTICATOR 9078197

FILE 05-13-98

TRADEMARK
REEL: 1790 FRAME: 0729

CERTIFICATE OF MERGER

OF

SCIAKY, INC

INTO

FERRANTI FSI, INC.

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	S T A T E O F INCORPORATION
Ferranti FSI, Inc.	Delaware
Sciaky, Inc.	Michigan

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252(c) of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Ferranti FSI, Inc., a Delaware corporation, which at the effective time of the merger will change its name to "Sciaky, Inc."

FOURTH: That the amendments or changes in the certificate of incorporation of Ferranti FSI, Inc., a Delaware corporation, which is the surviving corporation, that are to be effected by the merger are attached hereto as Exhibit A.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 11878 Hubbard, Livonia, MI 48150-1785.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

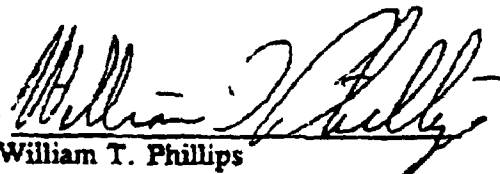
SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

Corporation	Class	Number of Shares	Par value per share or statement that shares are without par value
Sciaky, Inc.	Common	60,000	No par value

EIGHT: That this Certificate of Merger shall be effective on its filing date.

Dated: April 27th 1998.

FERRANTI FSI, INC., a Delaware Corporation

By 
William T. Phillips

Its: President

DEPSTW454249.11106406-00001

EXHIBIT AAmended and Restated Certificate
of Incorporation of Ferranti F5I, Inc.

(Note: Immediately prior to the adoption of this Amended and Restated Certificate of Incorporation, the name of the corporation was Ferranti F5I, Inc. The name under which was originally incorporated is Sciaky Bros., Inc. The date of filing of its original certificate of incorporation with the Delaware Secretary of State was June 6, 1975. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provision of Sections 242 and 245 of the General Corporation Law of Delaware.)

1. The name of the corporation is Sciaky, Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is three thousand (3,000) with no par value.
5. The name and mailing address of the person, who is to serve as the sole director until the next annual meeting of stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
William T. Phillips	11878 Hubbard Livonia, MI 48150-1733

6. The corporation is to have perpetual existence.

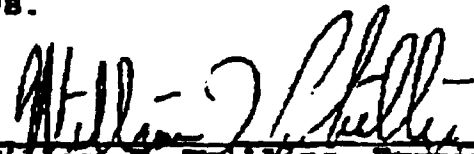
manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation as the case may be, and also on this corporation.

That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

That the aforesaid Amended and Restated Certificate of Incorporation was duly adopted in accordance with the applicable provisions of sections 242, 245 and 228 of the General Corporation Law of the State of Delaware.

That this Amended and Restated Certificate of Incorporation shall be effective as of the Effective Time of the Agreement and Plan of Merger by and between Ferranti FSI, Inc., and Soziaky, Inc., a Michigan corporation.

IN WITNESS WHEREOF, the said Board of Directors have caused this certificate to be signed by William T. Phillips, its President and Chairman, and attested by Amy Bridget Fitzpatrick, its Secretary, this 27TH day of April, 1998.

By 
William T. Phillips, President

ATTEST:

By Amy Bridget Fitzpatrick
Amy Bridget Fitzpatrick, Secretary

DEP3113592.11099999-70190