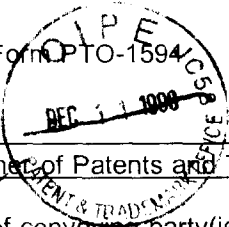


12-23-1998

Attorney Docket No.: 01751/001001



100928304

COVER SHEET ONLY

Commissioner of Patents and Trademarks

copies of an original document.

12-8-98

1. Name of conveying party(ies):  
**Holometrix Acquisition Corp.**

2. Name and address of receiving party(ies):  
**Holometrix, Inc.  
25 Wiggins Avenue  
Bedford, Massachusetts 01730**

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other \_\_\_\_\_

- Individual(s) Citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State of Delaware
- Other \_\_\_\_\_

Additional name(s) attached?  Yes  No

3. Nature of conveyance:

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

If the assignee is not domiciled in the United States, a domestic representative designation is attached.  Yes  No

Additional names/addresses attached?  Yes  No

Effective Date: **May 1, 1998**

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

A. Trademark Application No.(s):

B. Trademark No.(s):

- 1,345,851 - UM and Design
- 1,340,420 - EUMETRIC
- 1,682,780 - ICAM
- 1,681,886 - MEASUREMENTS FOR COMPETITIVE ADVANTAGE
- 1,777,676 - TYTRONICS

Additional numbers attached?  Yes  No

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

**Sean F. Heneghan, Esq.  
Fish & Richardson P.C.  
225 Franklin Street  
Boston, MA 02110-2804**

6. Total number of applications and registrations involved: **5**

7. Total fee (37 CFR 3.41): **\$140** *E*  
 Enclosed  
 Authorized to charge deposit account

8. Deposit account number: **06-1050**  
If the fee above is being charged to deposit account, a duplicate copy of this cover sheet is attached. Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.

DO NOT USE THIS SPACE

12/23/1998 DMGUYEN 00000058 1345851

01 FC:481 40.00 DP  
02 FC:482 100.00 DP

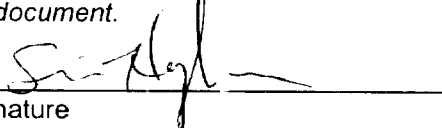
Date of Deposit Dec 8, 1998  
I hereby certify under 37 CFR 1.8(a) that this correspondence is being deposited with the United States Postal Service as **first class mail** with sufficient postage on the date indicated above and is addressed to the Assistant Commissioner for Patents, Washington, D.C. 20231.

Rita A. Libe

TRADEMARK  
REEL: 1831 FRAME: 0118

9. Statement and signature: *To the best of my knowledge and belief, the foregoing information is true and correct and the attached is a true copy of the original document.*

**Sean F. Heneghan, Esq.**



12/7/98

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 5



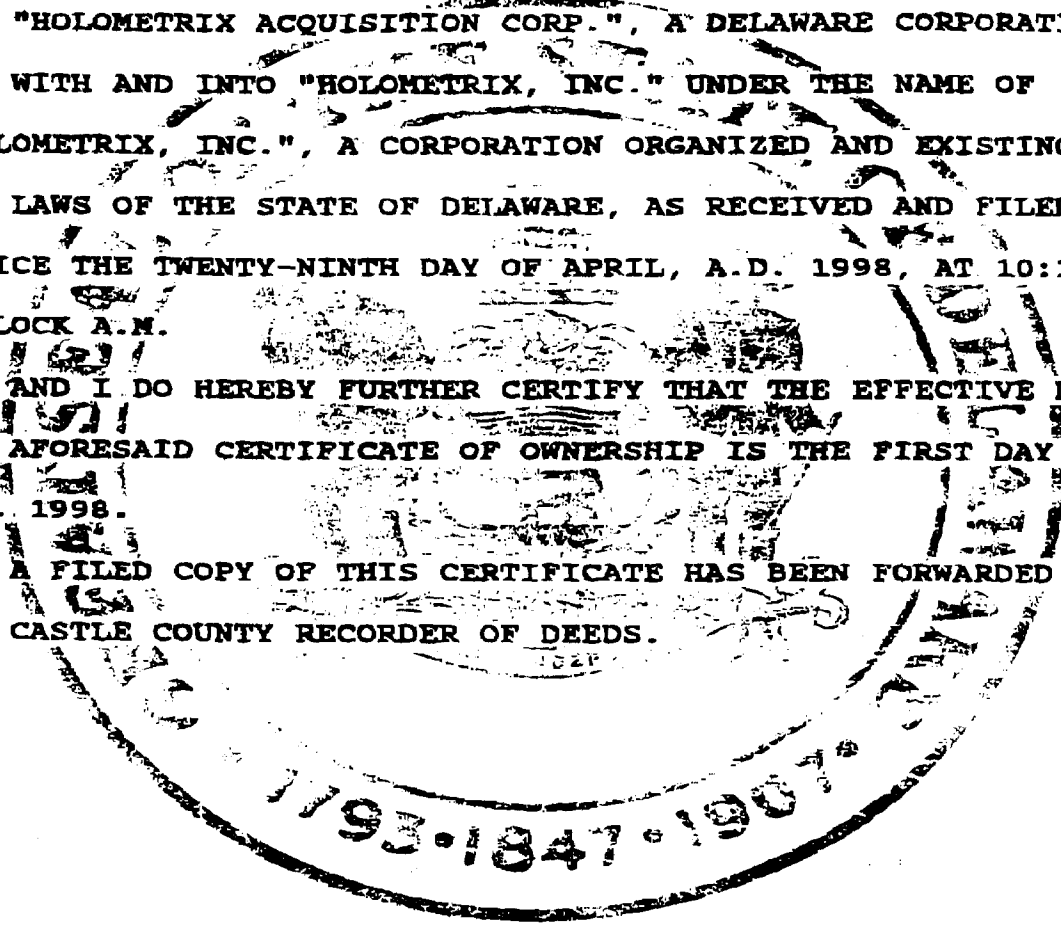
State of Delaware  
Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"HOLOMETRIX ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "HOLOMETRIX, INC." UNDER THE NAME OF "HOLOMETRIX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF APRIL, A.D. 1998, AT 10:10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF MAY, A.D. 1998.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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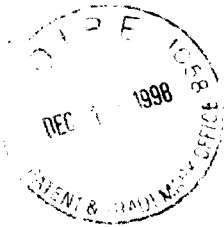
981163832

AUTHENTICATION:

9053266

DATE:

04-29-98

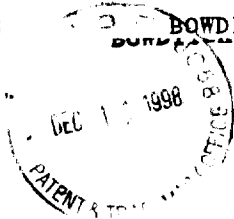
**CERTIFICATE OF OWNERSHIP AND MERGER****MERGING****HOLOMETRIX ACQUISITION CORP.****INTO****HOLOMETRIX, INC.**

I, David J. Brown, Secretary of Holometrix, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certify in accordance with Section 253 of the General Corporation Law of the State of Delaware, as such Secretary and under the seal of the Corporation, that the Corporation was incorporated on the 23rd day of October, 1985 pursuant to the Delaware Code; that the Corporation owns all of the outstanding shares of stock of Holometrix Acquisition Corp., a Delaware corporation incorporated on the 9th day of September, 1997 pursuant to the Delaware Code; that the Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its directors, filed with the minutes of the Board of Directors effective as of the 24th day of April, 1998 determined to and did merge into itself said Holometrix Acquisition Corp., with the Corporation the surviving corporation:

**RESOLVED:** That the merger of the Corporation with Holometrix Acquisition Corp., a Delaware corporation and the Corporation's wholly-owned subsidiary, in accordance with Section 253 of the General Corporation Law of the State of Delaware, such merger to be effective as of May 1, 1998 with the Corporation the surviving entity, is hereby authorized, adopted and approved.

This Certificate of Ownership and Merger shall be effective in the State of Delaware on  
May 1, 1998.

(J:\chess\burk214\61000009346.DOC:1)



WITNESS my hand and the seal of Holometrix, Inc., a Delaware corporation, on this 28<sup>th</sup>  
day of April, 1998.

A handwritten signature in black ink, appearing to read "David J. Brown".

David J. Brown, Secretary

(P:\clerk\bus\2168\0100\0009340.DOC;1)