

07-20-1999



To the Honorable Commissioner

Attached original documents or copy thereof.

Exp Mail
7-15-99

1. Name of conveying party, 101091297

ABB Metallurgy Inc.

Name:

ABB Industrial Systems Inc.

Street Address:

P.O. Box 5308
501 Merritt 7

- Individual(s)
- Association
- General
- Limited Partnership

Corporation State of Delaware

Other _____
Additional name(s) of conveying parties attached? Yes No

City: Norwalk State: CT ZIP: 06851

3. Nature of conveyance:

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

- Individual(s) citizenship _____
- Association _____
- General _____
- Partnership _____
- Limited Partnership _____
- Corporation, State of Ohio
- Other _____

Effective Date: January 1, 1996
Filing Date: December 28, 1995
Execution Date: October 10, 1995

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

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

A. Trademark Application No.(s)

B. Trademark Registration Nos.
1,732,763
1,850,592

Additional numbers attached? Yes No

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

Name: Whyte Hirschboeck Dudek S.C.

Internal Address: Suite 2100

Street Address: 111 East Wisconsin Avenue

City: Milwaukee State: WI ZIP: 53202-4894

6. Total number of applications and registrations involved: 2

7. Total fee \$65.00

Enclosed

Authorized to be charged to Deposit Account

8. Deposit Account Number:
23-2053

07/19/1999 DMGUYEN 00000067 232053 1732763

01 FC:481
02 FC:482

40.00 CH
25.00 CH

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.

Carrie L. Cox
Name of Person Signing

Signature

Carrie Cox

Date

7/15/99

Total number of pages including cover sheet, attachments and documents = 12

Office of the Secretary of State

EFFECTIVE
1/1/96

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:

"ABB METALLURGY INC.", A DELAWARE CORPORATION,

WITH AND INTO "ABB INDUSTRIAL SYSTEMS INC." UNDER THE NAME OF "ABB INDUSTRIAL SYSTEMS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1995, AT 10 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2576483 8100M

AUTHENTICATION:

7772947

950310291

DATE:

12-29-95

REEL: 001929 FRAME: 0118

AGREEMENT OF MERGER**MERGING****ABB METALLURGY INC.**

A corporation of the State of Delaware

INTO**ABB INDUSTRIAL SYSTEMS INC.**

A corporation of the State of Ohio

AGREEMENT OF MERGER dated this 10th day of October, 1995, made by and between ABB Industrial Systems Inc., a corporation organized and existing under the laws of the State of Ohio, and ABB Metallurgy Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware.

WITNESSETH

WHEREAS the Board of Directors of each of said corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished and in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the advantage and welfare of said corporations and their respective shareholders that ABB Metallurgy Inc. be merged into ABB Industrial Systems Inc.; and

WHEREAS the provisions of Title 17, Chapter 1701 of the Revised Code of Ohio, authorize the merger of corporations organized under the laws of other states into a corporation organized under the said Laws of Ohio, and the General Corporation Law of the State of Delaware authorizes the merger of a corporation organized under the Laws of the State of Delaware into a corporation organized under the laws of another state;

NOW, THEREFORE, the corporations, parties to this Agreement, have agreed and do hereby agree as follows:

FIRST: ABB Metallurgy Inc., organized and existing under the laws of the State of Delaware, shall be and hereby is merged into ABB Industrial Systems Inc., organized and existing under the laws of Ohio, and said ABB Industrial Systems Inc. hereby merges into itself said ABB Metallurgy Inc.

SECOND: ABB Industrial Systems Inc. shall be the continuing and surviving corporation and shall be governed by the Corporation Law of the State of Ohio.

THIRD: The Articles of Incorporation of the surviving corporation, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

FOURTH: After the effective date of this merger, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation. The Board of Directors of the surviving corporation shall instruct the Secretary of the surviving corporation to cancel each such certificate, such cancellation to be effective as of the effective date of the merger.

FIFTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of the State of Ohio; however, for all accounting and other business purposes, the effective date of the merger shall be as of the close of business on January 1, 1996.

(d) Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the date of filing the merger with the Secretary of State.

(e) This Agreement may be amended by the Boards of Directors of the constituent corporations at any time prior to the date of filing the Agreement with the Secretary of State, provided that an amendment shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Articles of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holder of any class or series thereof of such constituent corporation.

SIXTH: Upon the date when this Agreement shall become effective, the separate existence of ABB Metallurgy Inc. shall cease and the said ABB Metallurgy Inc. shall be merged into the surviving corporation in accordance with this Agreement of Merger.

The surviving corporation shall be possessed of all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of each of the constituent corporations, and all obligations belonging to or due to each of the constituent

corporations, all of which shall be vested in the surviving corporation without further act or deed. Title to any real estate or to any interest therein vested in any constituent corporation shall not revert or in any way be impaired by reason of such merger or consolidation;

The surviving corporation shall be liable for all of the obligations of each constituent corporation, including liability to dissenting shareholders.

All rights of creditors of each constituent corporation are preserved unimpaired and all liens upon the property of any constituent corporation are reserved unimpaired, on only the property affected by such liens immediately prior to the effective date of the merger or consolidation.

SEVENTH: The surviving corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of ABB Metallurgy Inc. as well of any obligation for the surviving corporation arising from the merger, 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 Title 8 of the Delaware Code and it does hereby irrevocable appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is : Eugene Madara, c/o Asea Brown Boveri Inc., 501 Meritt 7, Norwalk, CT 06856 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to said ABB Industrial Systems Inc. at the above address.

The Agreement of Merger, was duly approved on behalf of ABB Industrial Systems Inc., a corporation of the State of Ohio, by Unanimous Written Consent of the Sole Shareholders and Directors of said corporation.

The Agreement of Merger was duly approved on behalf of ABB Metallurgy Inc., a corporation of the State of Delaware, by Unanimous Written Consent of the Sole Shareholders and Directors of said corporation.

IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be executed by the President and Secretary or Assistant Secretary of each of the corporations and caused the corporate seals (if any) of the respective corporations to be affixed, by authority of the directors and shareholders of each corporation, as the respective agreement of each of said corporations.

ABB INDUSTRIAL SYSTEMS INC.

ABB METALLURGY INC.

By: John Trostheim
John Trostheim
President

By: Erik J. Enroth
Erik J. Enroth
President

By: Ernest F. Madara
Ernest F. Madara

By: Michael O'Donnell
Michael O'Donnell



Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

316177
Approved *[Signature]*
Date 12/28/95
Fee 50

CERTIFICATE OF MERGER

95122837601
edg 1/1/96

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

ABB Industrial Systems Inc.

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: N/A

(complete only if the name of surviving entity is changing through the merger)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

Domestic (Ohio) corporation

Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

Domestic (Ohio) limited liability company

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

Domestic (Ohio) limited partnership, registration number _____

RECEIVED

DEC 28 1995

SECRETARY OF STATE

- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: (if insufficient space to cover this item, please attach a separate sheet listing the merging entities. Ohio registered or foreign qualified limited partnerships must include registration number)

Name	State/Country of Organization	Type of Entity
<u>ABB Metallurgy Inc.</u>	<u>Delaware</u>	<u>Foreign Corporation</u>
		<u>FL 817748</u>

III. Merger Agreement on File

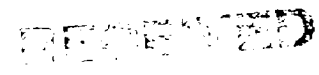
The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Eugene E. Madara</u> <u>V.P., Gen. Counsel &</u> <u>Secretary</u> <u>ABB Industrial Systems Inc.</u>	<u>501 Merritt 7</u> (street and number) <u>Norwalk, CT 06856</u> (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On January 1, 1996 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).



SECRET STATE

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
CT Corporation System	815 Superior Avenue, N.E.
	<small>complete street address</small>
	Cleveland, OH 44114
	<small>(city, village or township)</small>
	<small>(zip code)</small>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent N/A

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A" N/A

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity N/A

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

(name)

(street and number)

_____, Ohio _____

(city, village or township)

(zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____
- b. The name under which the limited liability company desires to transact business in Ohio is _____
- c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

2. **Foreign Qualifying Limited Partnership**
(If the qualifying entity is a foreign limited partnership, the following information must be completed)

a. The name of limited partnership is _____

b. The limited partnership was formed on _____
under the laws of the state/country of _____
month day year

c. The address of the office of the limited partnership in its state/country of organization is _____

d. The limited partnership's principal office address is _____

e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.