

03-20-2000



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OPR/FINANCE RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

03/20/2000 JSHADAZZ 00000121 1855588

FOR OFFICE USE ONLY

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40.00 OP

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,855,588"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

SAMARA J. COOPER, Esq.
Name of Person Signing

[Signature]
Signature

2/17/00
Date Signed

CERTIFICATE OF OWNERSHIP AND MERGER

of

GALILEO CORPORATION
(a Delaware corporation)

into

GALILEO ELECTRO-OPTICS CORPORATION
(a Delaware corporation)

**UNDER SECTION 253 OF
THE DELAWARE GENERAL CORPORATION LAW**

Galileo Electro-Optics Corporation (the "Corporation"), a Delaware corporation, hereby certifies that:

1. The Corporation is incorporated under the Delaware Corporation Law.
2. The Corporation owns all of the outstanding shares of capital stock of Galileo Corporation, a Delaware corporation.
3. The Corporation by the following resolutions of its board of directors duly adopted on September 17, 1996 determined to merge Galileo Corporation into itself on the terms set forth in such resolutions:

RESOLVED: To merge Galileo Corporation, a Delaware corporation all of the outstanding stock of which is owned by this Corporation, with and into this Corporation pursuant to Section 253 of the Delaware General Corporation Law.

RESOLVED: To change the name of this Corporation to Galileo Corporation.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its authorized officer on September 17, 1996.

GALILEO ELECTRO-OPTICS CORPORATION

By: William T. Hanley
William T. Hanley, President and
Chief Executive Officer