

05-23-2000



101364639

To the Honorable Commissioner of Patents

nal documents or copy thereof.

1. Name of conveying party(ies): 512-00  
 Dorr-Oliver Incorporated  
 Individual(s)  
 General Partnership  
 Corporation  
 Other \_\_\_\_\_  
 Additional name(s) of conveying party(ies) attached  Yes  No

2. Name and address of receiving party(ies):  
 GL&V/Dorr-Oliver Inc.  
 612 Wheelers Farm Road-P.O. Box 3819  
 Milford, CT 06460-8719  
 Individual(s) citizenship: \_\_\_\_\_  
 Association: \_\_\_\_\_  
 General Partnership: \_\_\_\_\_  
 Limited Partnership: \_\_\_\_\_  
 Corporation: Delaware  
 Other: \_\_\_\_\_  
 If assignee is not domiciled in the United States, a domestic representative designation is attached  Yes  No  
 (Designation must be a separate document from Assignment)  
 Additional name(s) & addresses attached?  Yes  No

3. Nature of Conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other: \_\_\_\_\_  
 Execution Date: December 3, 1999

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s):  
 Additional numbers attached  Yes  No

B. Trademark Reg. No.(s): 599,937; 784,374; 894,997; 895,000 and 2,112,870

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Thomas J. Durling, Esq.  
 Seidel, Gonda, Lavorgna & Monaco, P.C.  
 Suite 1800 Two Penn Center Plaza  
 Philadelphia, PA 19102  
 Attorney Docket No. 7818-61

6. Total number of applications and registrations involved: 5  
 7. Total fee (37 CFR 3.41) \$140.00  
 Enclosed  
 Authorized to be charged to deposit account  
 8. Deposit Account Number: 19-1135

DO NOT USE THIS SPACE

9. 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.  
THOMAS J. DURLING [Signature] 5/9/00  
 Name of Person Signing Signature Date  
 Total number of pages including cover sheet, attachments and document: 4

OMB No. 0651-0011 (exp. 4/94)  
Do not detach this portion

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

05/22/2000 DNGUYEN 00000313 191135 599937  
01 FC:481 40.00 CH  
02 FC:482 100.00 CH

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

State of Delaware  
Office of the Secretary of State

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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:

"GL&V AND PEG MANAGEMENT, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "DORR-OLIVER INCORPORATED" UNDER THE NAME OF  
"GL&V/DORR-OLIVER INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE THIRD DAY OF DECEMBER, A.D. 1999, AT 4  
O'CLOCK P.M.



2124618 8100M

001072411

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0275165

DATE: 02-23-00

TRADEMARK  
REEL: 002077 FRAME: 0190

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GL&V AND PEG MANAGEMENT, INC.

INTO

DORR-OLIVER INCORPORATED

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GL&V and PEG Management, Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 28<sup>th</sup> day of August, 1998, pursuant to the General Corporation Laws of the State of Delaware,

SECOND: That this corporation owns all of the outstanding shares of the stock of Dorr-Oliver Incorporated, a corporation incorporated on the 28<sup>th</sup> day of April, 1987, pursuant to the General Corporation Laws of the State of Delaware,

THIRD: That the directors of GL&V and PEG Management, Inc., by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board at a meeting held on the 30th day of November, 1999, determined to merge itself into said Dorr-Oliver Incorporated:

**RESOLVED**, that GL&V and PEG Management, Inc. merge, and it hereby does merge itself into said Dorr-Oliver Incorporated which assumes all of the obligations of GL&V and PEG Management, Inc.

**FURTHER RESOLVED**, that the merger shall be effective upon filing with the Secretary of State of Delaware.

**FURTHER RESOLVED**, that the terms and conditions of the merger are as follows:

Upon the proposed merger becoming effective, each outstanding share of GL&V and PEG Management, Inc. stock owned of record by its sole shareholder, GL&V Holdings, Inc. shall be cancelled by virtue of the merger and without any action on the part of the holders of capital stock of GL&V and PEG Management, Inc.

**FURTHER RESOLVED**, that the proposed merger has been approved by the sole stockholder of GL&V and PEG Management, Inc. by written consent and filed with the minutes of the Board.

**FURTHER RESOLVED**, that the proper officer of this corporation be and he is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge itself into said Dorr-Oliver Incorporated, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and

**FURTHER RESOLVED**, that the name of the surviving corporation be changed by changing Article First of the Restated Certificate of Incorporation of the surviving corporation to read as follows:

**Article First.** The name of the corporation is GL&V/Dorr-Oliver Inc.

**FOURTH:** That the merger has been approved by the written consent of the sole stockholder of GL&V and PEG Management, Inc.

**FIFTH:** The Restated Certificate of Incorporation of Dorr-Oliver Incorporated is amended as follows: The present Article First is deleted and replaced by the following new Article First.

"1. The name of the Corporation is GL&V/Dorr-Oliver Inc."

**SIXTH:** Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of GL&V and PEG Management, Inc. any time prior to the date of filing the merger with the Secretary of State.

**IN WITNESS WHEREOF**, said GL&V and PEG Management, Inc. has caused this Certificate to be signed by Laurent Verreault, its Chairman, this 30th day of November, 1999.

GL&V AND PEG MANAGEMENT, INC.

By:   
Laurent Verreault, Chairman

ATTEST:

  
W. Saulnier, Secretary