



of Patents and Trademarks
1 document or copy thereof.

6-17-00

101397857

1. Name of Party(ies) conveyed

Oz Technologies, Inc.

2. Name and Address of Party(ies) receiving an interest:

Name: Cerprobe Corporation

Internal Address: _____

Street Address: 3387 Investment Blvd.

City: Hayward

State: California

Zip: 94545

Entity:

Association

General Partnership

Limited Partnership

Corporation-State California

Other _____

Entity:

Individual

Association

General Partnership

Limited Partnership

Corporation-State Delaware

Other _____

Citizenship _____

If not domiciled in the United States, a domestic

representative designation is attached:

Yes

No

(the attached document must not be an assignment)

3. Interest Conveyed:

Assignment

Change of Name

Security Agreement

Merger

Other _____

Execution Date March 30, 2000

4. Application number(s) or patent number(s). Additional sheet attached?

Yes

No

A. Trademark Application No.(s)

75/305,467

B. Trademark Registration No.(s)

1,955,003

1,955,152

2,244,103

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

Name: Donald L. Beeson

Internal Address: _____

6. Number of applications and registrations involved:
Four

7. Amount of fee enclosed or authorized to be charged:

\$115

Street Address: One Kaiser Plaza, Suite 2360

8. Deposit account number: No. 19/2383

USE FOR CREDIT OR INSUFFICIENT FEE ONLY

City: Oakland

State: CA

Zip: 94612

DO NOT USE THIS SPACE

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7. 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.

Donald L. Beeson

Name of Person Signing

Signature

Date

8/3/00

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

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:

"OZ TECHNOLOGIES, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "CERPROBE CORPORATION" UNDER THE NAME OF "CERPROBE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2000, AT 12:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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

Edward J. Freel, Secretary of State

AUTHENTICATION:

0482377

DATE:

06-07-00

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REEL: 002097 FRAME: 0477

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:01 PM 03/31/2000
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**CERTIFICATE OF OWNERSHIP
AND MERGER OF
OZ TECHNOLOGIES, INC.
WITH AND INTO
CERPROBE CORPORATION**

(Pursuant to Section 253 of the General
Corporation Law of the State of Delaware)

CERPROBE CORPORATION, a Delaware corporation (the "Corporation"), hereby certifies that:

1. The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.
2. The Corporation owns 100% of the outstanding shares of capital stock of OZ Technologies, Inc., a California corporation.
3. The Corporation, by the following resolutions of its Board of Directors, duly adopted on the 30th day of March, 2000, determined to merge OZ Technologies, Inc. with and into itself on the terms and conditions set forth in such resolutions:

WHEREAS, the Corporation is the legal and beneficial owner of all of the outstanding shares of capital stock of OZ Technologies, Inc., a California corporation ("OZ"); and

WHEREAS, it is in the best interests of the Corporation to merge OZ with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL") and Section 1110 of the California General Corporation Law (the "CGCL").

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation approves the merger of OZ with and into the Corporation, wherein the terms of the merger are as follows:

1. upon the effectiveness of the merger, each outstanding share of capital stock of OZ shall cease to be outstanding, without any payment being made in respect thereof; and
2. the Corporation shall be the surviving corporation of the merger and shall assume all of the liabilities and obligations of OZ.

RESOLVED FURTHER, that the proper officers of the Corporation be, and they hereby are, directed (i) to make and execute a Certificate of Ownership and Merger meeting the requirements of Section 253 of the DGCL and setting forth a

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FAX NO. 3027341478

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copy of the resolutions to so merge OZ with and into the Corporation and providing for the Corporation to assume OZ's obligations and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware; (ii) to make and execute a Certificate of Ownership meeting the requirements of Section 1110 of the CGCL and setting forth a copy of the resolutions to so merge OZ with and into the Corporation and providing for the Corporation to assume OZ's obligations and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of California; and (iii) to do all acts and things whatsoever, whether within or without the State of Delaware or the State of California, which may be necessary or proper to effect said merger;

RESOLVED FURTHER, that the proper officers of the Corporation be, and each of them hereby is authorized, empowered and directed to take any action in the name and on behalf of the Corporation which such officer deems necessary or appropriate to obtain a certificate of satisfaction of the California Franchise Tax Board that all taxes imposed by the California Bank and Corporation Tax Law have been paid or secured with respect to OZ or Triple S Engineering, Inc., an indirect wholly-owned subsidiary of the Corporation that is a California corporation, and to take all such further action as such officer or officers may deem necessary or advisable in connection therewith;

RESOLVED FURTHER, that said merger shall become effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that the Third Restated Certificate of Incorporation of the Corporation shall remain unchanged by the merger and in full force and effect until further amended in accordance with the DGCL; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed in the name and on behalf of the Corporation or otherwise, to make all such arrangements, to do and perform all such acts and things, and to execute and deliver all such officers' certificates and such other instruments and documents as they may deem necessary or appropriate in order to effectuate fully the purpose of each and all the foregoing resolutions (hereby ratifying and confirming any and all actions taken heretofore and hereafter to accomplish such purposes, all or singular).

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IN WITNESS WHEREOF, Cerprobe Corporation has caused this certificate to be signed by Randal L. Buresh, its authorized officer, this 30th day of March, 2000.

CERPROBE CORPORATION

By: *Randal L. Buresh*

**Randal L. Buresh
Senior Vice President and
Chief Financial Officer**

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4/19/97: DFC

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