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

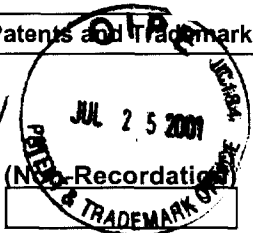
Submission Type

New *11/2/01*

Resubmission Document ID #

Correction of PTO Error
Reel # Frame #

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Reel # Frame #



Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name **DORR-OLIVER INCORPORATED** Execution Date Month Day Year **12031999**

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization **DELAWARE**

Receiving Party

Mark if additional names of receiving parties attached

Name **GL&V / DORR-OLIVER INC.**

DBA/AKA/TA

Composed of

Address (line 1) **612 WHEELERS FARM ROAD**

Address (line 2) **P.O. BOX 3819**

Address (line 3) **MILFORD** **CT** **06460-8719**
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 Organization **DELAWARE**

FOR OFFICE USE ONLY

07/31/2001 LNUELLER 00000168 1946286

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002337 FRAME: 0515

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" value="1946286"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1947989"/>	<input type="text"/>	<input type="text"/>
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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.

Thomas W. Brooke
Name of Person Signing


Signature

7/25/01
Date Signed

State of Delaware

PAGE 1

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:

"GL&V AND BEC 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.

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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991518226

AUTHENTICATION: 0120544
DATE: 12-07-99

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GL&V AND PEG MANAGEMENT, INC.

INTO

DORR-OLIVER INCORPORATED

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 28th 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 28th 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.

- 1 -

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.

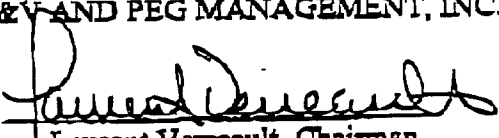
FIFTH: The Restated Certificate of Incorporation of Dorr-Oliver Incorporated is amended as follows: The present Article First is deleted and replaced by the following new Article First.

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

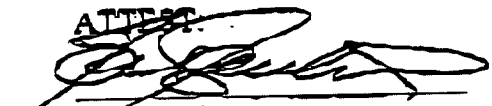
SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of GL&V and PEG Management, Inc. any time prior to the date of filing the merger with the Secretary of State.

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

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