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Form PT 1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

ET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Triac Controls, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Acutrol, Inc.
Internal
Address: _____
Street Address: 11363 Deerfield Road
City Cincinnati State OH Zip 45242

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 20, 1997

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
1,977,324
 Additional number(s) attached Yes No

6. Total number of applications and registrations involved:

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Kenneth B. Germain
Frost Brown Todd LLC
 Internal Address: _____
 Street Address: 201 East Fifth Street, 2200 PNC Center
 City Cincinnati State OH Zip 45202

7. Total fee (37 CFR 3.41)\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
06-2226
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Kenneth B. Germain KB Germain 1/18/02
 Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

CINLibrary/1136085.1

TRADEMARK REEL: 002445 FRAME: 0483

40-00 OF 01/19/2002 LWELLER 0000050 1977324 01 FT:481



The State of Ohio

Bob Taft

Secretary of State

822886

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: MER AGA ICR CHN

of:

A-T CONTROLS, INC. FORMERLY ACUTROL, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5881 at Frame 0746 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 20TH day of MARCH ,

A.D. 19 97 .



Bob Taft
Bob Taft
Secretary of State



05881-0746

822886

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

Approved AP
Date 3/20/97
Fee 50.00

97032048004

CERTIFICATE OF MERGER

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:

Acutrol, 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: A-T Controls, Inc.

(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 _____

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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>Triac Controls, Inc.</u>	<u>Ohio</u>	<u>Corporation</u>
_____	_____	<u>876308</u>
_____	_____	<u>850-</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>Robert F. Brown</u>	<u>900 Fourth & Vine Tower</u> (street and number) <u>Cincinnati, Ohio 45202</u> (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On ~~February~~, ~~1997~~ 3/20/97 *per ORC 1701.81*
(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).

IX. Qualification or Licensure of Foreign Surviving Entity

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

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.

EXHIBIT A

AMENDMENT TO ARTICLES OF INCORPORATION OF
ACUTROL, INC., WHICH, AS A RESULT OF THIS
MERGER, IS CHANGING ITS NAME TO A-T CONTROLS, INC.

AMENDMENT 1

The FIRST paragraph shall now read:

The name of said Corporation shall be A-T
Controls, Inc.

AMENDMENT 2

The first sentence of the FOURTH paragraph shall now
read:

The maximum number of shares which the
Corporation is authorized to have outstanding
is 1,500 shares, of which 1,000 shares shall
be designated as common stock, without par
value with voting rights, and of which 500
shares will be designated as common stock,
without par value with no voting rights.

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SECRETARY OF STATE

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Triac Controls, Inc.
exact name of entity
By: [Signature]
Its: President

Acutrol, Inc.
exact name of entity
By: [Signature]
Its: President

Date: _____

Date: _____

exact name of entity
By: _____
Its: _____

exact name of entity
By: _____
Its: _____

Date: _____

Date: _____

exact name of entity
By: _____
Its: _____

exact name of entity
By: _____
Its: _____

Date: _____

Date: _____

exact name of entity
By: _____
Its: _____

exact name of entity
By: _____
Its: _____

Date: _____

Date: _____

exact name of entity
By: _____
Its: _____

exact name of entity
By: _____
Its: _____

Date: _____

Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; If insufficient space for signature, a separate sheet should be attached containing such signatures)

CERTIFICATE OF MAILING

I hereby certify that a copy of this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to The Assistant Commissioner of Patents and Trademarks, Washington, D.C. 20231 this 21st day of January, 2002.

Carol Ann Miller