

Attorney Docket No.: **S2009-2054**

Form PTO-1594  
(Rev. 03/01)

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

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

OMB No. 0651-0027 (exp. 5/31/2002)

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)

**Electrovert Inc.**

- Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State: **New York**  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):

Name: **Electrovert U.S.A. Corp.**

Internal Address:

Street Address: **16 Forge Park  
Franklin, MA 02038**

- Individual(s) citizenship: \_\_\_\_\_  
 Association: \_\_\_\_\_  
 General Partnership: \_\_\_\_\_  
 Limited Partnership: \_\_\_\_\_

Corporation-State: **Delaware**

Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation may be attached.

(Designations may 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: **October 19, 1995**

4. Application number(s) or Registration number(s):

A. Trademark Application No(s):

B. Trademark Registration No(s):

**968,149**

Additional number(s) attached?  Yes  No

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

Name: **Keith F. Noe, Esq.**  
 Address: **Lowrie, Lando & Anastasi, LLP  
Riverfront Office Park  
One Main Street  
Cambridge, MA 02142**

6. Total number of applications and registrations involved: **[1]**

7. Total fee (37 CFR 3.41) **\$40.00**

Enclosed

Commissioner is authorized to charge any deficiencies or overpayments to:

8. Deposit account number: **50/2762;**  
Ref. No. **S2009-2054**

9. 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.*

**Keith F. Noe**



**October 13, 2005**

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: **[11]**

Mail documents to be recorded with required cover sheet information to (modify as appropriate):

**Mail Stop Assignment Recordation Services  
Director of the U.S. Patent and Trademark Office  
P.O. Box 1450, Alexandria, VA 22313-1450**

State of Delaware

PAGE 1

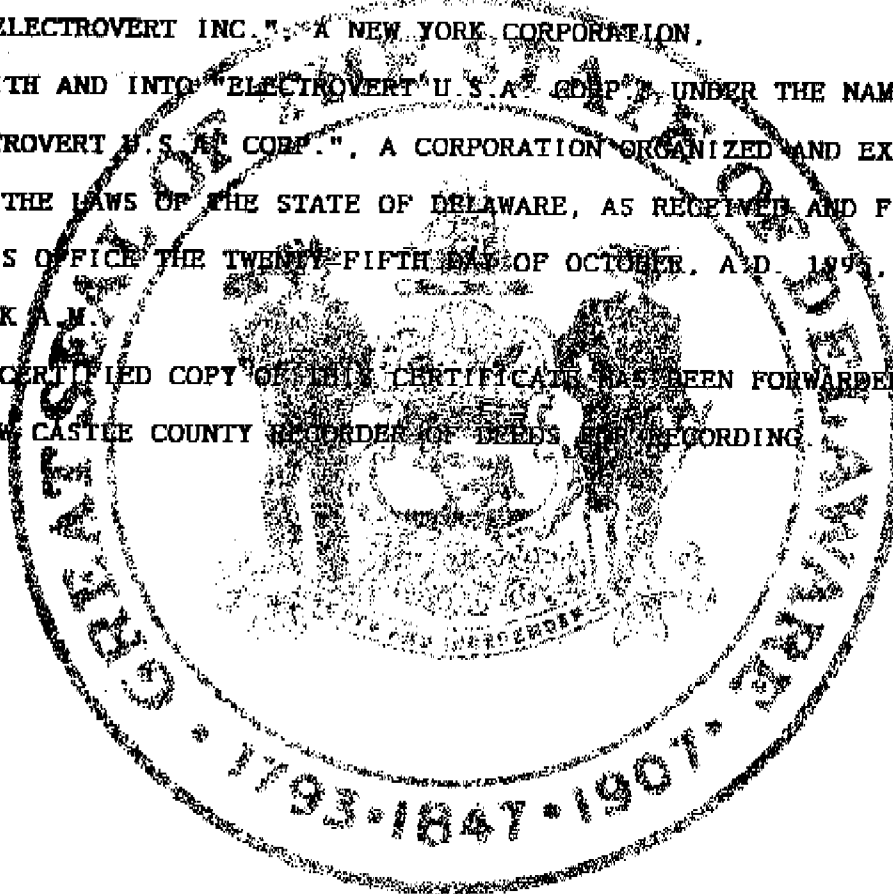
Office of the Secretary of State

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 AGREEMENT OF MERGER, WHICH MERGES:

"ELECTROVERT INC." A NEW YORK CORPORATION,

WITH AND INTO "ELECTROVERT U.S.A. CORP." UNDER THE NAME OF "ELECTROVERT U.S.A. CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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950247336

AUTHENTICATION: 7689793

DATE: 10-26-95

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REEL: 003208 FRAME: 0774

PLAN AND AGREEMENT OF MERGER

ELECTROVERT INC. into ELECTROVERT U.S.A. CORP.

This Plan and Agreement of Merger (hereinafter "Plan of Merger") is entered into as of the 19<sup>th</sup> day of October, 1995 by Electrovert Inc., a New York corporation ("Merged") and Electrovert U.S.A. Corp., a Delaware corporation ("Survivor").

WHEREAS, The holders of all of the outstanding voting capital stock of Merged and the holders of all of the outstanding voting capital stock of Survivor, deem it advisable and to the advantage, welfare and best interests of said corporations that Merged be merged into Survivor as authorized by the provisions of §907 of the Business Corporation Law of the State of New York (hereinafter "New York Law") and §252 of the General Corporation Law of the State of Delaware (hereinafter Delaware Law); and

WHEREAS, Survivor, by its Certificate of Incorporation which were filed in the office of the Secretary of State, State of Delaware, on December 20, 1979, has an authorized capital stock consisting of one hundred (100) shares of common stock, \$10.00 par value, of which one hundred (100) shares are issued and outstanding; and

WHEREAS, Merged, by its Articles of Incorporation which were filed in the office of the Department of State, State of New York, on August 10, 1953, has an authorized capital stock consisting of two hundred (200) shares of common stock, without par value, of which two hundred (200) shares are issued and outstanding.

NOW, THEREFORE, in accordance with New York Law and Delaware Law, Merged shall be merged into Survivor as follows:

**FIRST:** As of October 31, 1995 at 11:59 p.m. ("Effective Time"), Merged shall be merged into Survivor such that Survivor shall be the surviving corporation.

**SECOND:** As of the Effective Time, each single issued and outstanding share of common stock of Merged shall, without any action on the part of the holder thereof, be canceled and each issued and outstanding share of common stock of Survivor shall remain issued and outstanding.

**THIRD:** The terms and conditions of the merger provided for herein are as follows:

A. The Certificate of Incorporation of Survivor shall be the Certificate of Incorporation of the surviving corporation.

B. The bylaws of Survivor as in effect at the Effective Time shall be the bylaws of the surviving corporation.

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C. The first annual meeting of the stockholders of Survivor held after the Effective Time shall be the annual meeting provided by the bylaws thereof for the year 1996.

D. The officers of Survivor, after the Effective Time, shall be those presently in office.

E. Survivor and Merged shall each pay their respective expenses of carrying this Plan of Merger into effect and of accomplishing this merger.

F. This Plan of Merger shall become effective as of the Effective Time, as of which time the separate existence of Merged shall cease and merged shall be merged into Survivor in accordance with the provisions of this Plan of Merger, whereupon Survivor shall possess all of the rights, privileges, powers and franchises of a public as well as a private nature, and be subject to all the restrictions, disabilities and duties of Merged; and all property, real, personal and mixed and all debts due to Merged, on whatever account, and all other things in action, and all and every other interest of or belonging to Merged, shall be vested in Survivor; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectively the property of Survivor as it was of Merged; and the title to any real estate vested by deed or otherwise in Merged shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged shall be preserved unimpaired and all debts, liabilities and duties of Merged shall thenceforth attach to Survivor and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it and, provided further, that the liabilities of Merged or of its shareholders or officers shall not be affected, nor shall the rights of the creditors thereof, or any person dealing with Merged be impaired by such a merger and any claim, action or proceeding pending by or against Merged may be prosecuted to judgment as if such merger had not taken place, or Survivor may be substituted in its place.

**FOURTH:** If at any time Survivor shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, or record or otherwise, in Survivor, the title to any property of Merged, acquired or to be acquired by this Plan of Merger, the proper officers of Survivor are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law or otherwise and to do all things necessary and proper in the name of Merged so as to vest, perfect or confirm title to such property in Survivor and otherwise carry out the purposes of this Plan of Merger.

**FIFTH:** Survivor reserves the right to amend, alter, change or repeal any provision of the Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the duly authorized officers of Survivor and Merged as of the day and year first above written.

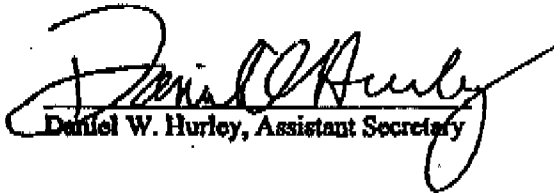
Attest:

ELECTROVERT U.S.A. CORP.

  
Daniel W. Hurley, Assistant Secretary

By:   
Raymond P. Shargo, President

ELECTROVERT INC.

  
Daniel W. Hurley, Assistant Secretary

By:   
Raymond P. Shargo, President

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FD-3631 (1995)

State of New York - Department of Taxation and Finance - Corporation Tax  
Albany, New York 12227

647

To: SECRETARY OF STATE

Name of Corporation

Date: October 3, 1995

ELECTROVERT, INC. ID#13-1773985 AA4
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Pursuant to provisions of Section 907 of the Business Corporation Law, the State Tax Commissioner hereby consents to the Merger of the above named corporation, into ELECTROVERT U.S.A. CORP.(DE) if filed on or before January 3, 1996. Certificate and fee are attached.

Filed by: PH

Director, Processing Division

By: *Bill Quillett*

TRADEMARK

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CERTIFICATE OF MERGER  
OF  
ELECTROVERT INC.  
INTO  
ELECTROVERT U.S.A. CORP.

F951026000647

(Under Section 907 of the Business Corporation Law)

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

**FIRST:** The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

**SECOND:** The name of the foreign constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is Electrovert U.S.A. Corp. The name under which it was formed is LIG Missouri, Inc. The jurisdiction of its incorporation is Delaware; and the date of its incorporation therein is December 20, 1979. The Application for Authority in the State of New York of the surviving constituent corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on July 13, 1982.

**THIRD:** The name of the domestic constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation", is Electrovert Inc. The date upon which its certificate of incorporation was filed by the Department of State is August 10, 1953.

**FOURTH:** As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

Electrovert U.S.A. Corp.

<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
Common	100	Common	100

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## Electrovert Inc.

<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
Common	200	Common	200

**FIFTH:** The merger herein certified was authorized in respect of the merged constituent corporation by the written consent of the holders of all outstanding shares of the corporation entitled to vote on the plan of merger.

**SIXTH:** The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving constituent corporation and is in compliance with said laws.

**SEVENTH:** The surviving constituent corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged constituent corporation, for the enforcement of any liability or obligation of the surviving constituent corporation for which the surviving constituent corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of the merged constituent corporation to receive payment for their shares against the surviving constituent corporation.

**EIGHTH:** The surviving constituent corporation agrees that, subject to the provisions of section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the merged constituent corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

**NINTH:** The surviving constituent corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address without the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is: P.O. Box 709, Camdenton, MO 65020.

**TENTH:** The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be October 31, 1995.

3<sup>2</sup>



IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: October 19, 1995

ELECTROVERT INC.

By: [Signature]  
Raymond P. Sharpe, President

By: [Signature]  
Daniel W. Hurley, Assistant Secretary

ELECTROVERT U.S.A. CORP.

By: [Signature]  
Raymond P. Sharpe, President

By: [Signature]  
Daniel W. Hurley, Assistant Secretary

STATE OF }  
Rhode Island } SS:  
COUNTY OF Prov. }

I, the undersigned, a Notary Public, do hereby certify that on the 19<sup>th</sup> day of October, 1995, personally appeared before me Raymond P. Sharpe, President and Daniel W. Hurley, Assistant Secretary, of Electrovert Inc., being first duly sworn by me, and acknowledged that they signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

[Signature]

Notary Public  
Commission Expires: July 10, 1997

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[NOTARIAL SEAL]

STATE OF }  
Rhode Island } SS:  
COUNTY OF Prov. }

I, the undersigned, a Notary Public, do hereby certify that on the 19<sup>th</sup> day of October, 1995, personally appeared before me Raymond P. Sharpe, President and Daniel W. Hurley, Assistant Secretary, of Electrovert U.S.A. Corp., being first duly sworn by me, and acknowledged that they signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

*Veronica M. Lopez*

Notary Public

Commission Expires: July 10, 1997

[NOTARIAL SEAL]

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CERTIFICATE OF MERGER  
OF  
ELECTROVERT INC.  
INTO  
ELECTROVERT U.S.A. CORP.

Eff 10/31/95

FILED

OCT 26 2 52 PM '95

100  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED OCT 26 1995  
TAX S  
BY: JAH  
WESTCHESTER

OCT 25 2 36 PM '95

RECEIVED

OCT 26 2 09 PM '95

RECEIVED

ADLER, POLLOCK & SHEEHAN  
2300 HOSPITAL TRUST TOWER  
PROVIDENCE, RI 02903

BILLED 5

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