

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/12/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Scientific Technology Incorporated		09/12/2006	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Scientific Technologies Incorporated
Street Address:	6550 Dumbarton Circle
City:	Fremont
State/Country:	CALIFORNIA
Postal Code:	94555
Entity Type:	CORPORATION: OREGON

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	1964822	STI
Registration Number:	1254385	STI
Registration Number:	1964823	STI

**CORRESPONDENCE DATA**

Fax Number: (919)854-2084  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 919-854-1844  
 Email: jsleeper@coatsandbennett.com  
 Correspondent Name: Michael D. Murphy  
 Address Line 1: 1400 Crescent Green  
 Address Line 2: Suite 300  
 Address Line 4: Cary, NORTH CAROLINA 27518

ATTORNEY DOCKET NUMBER:	4780-107, 115, 116
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CH \$90.00 1964822

NAME OF SUBMITTER:	Michael D. Murphy
Signature:	/Michael D. Murphy/
Date:	10/13/2006

**Total Attachments: 11**

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State of California  
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 10 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 13 2006

BRUCE McPHERSON  
Secretary of State

D0825543

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

SEP 12 2006

ARTICLES AND AGREEMENT OF MERGER  
OF  
SCIENTIFIC TECHNOLOGY INCORPORATED,  
A CALIFORNIA CORPORATION (DISAPPEARING CORPORATION)  
AND  
SCIENTIFIC TECHNOLOGIES INCORPORATED,  
AN OREGON CORPORATION (SURVIVING CORPORATION)

This Articles and Agreement of Merger (the "Agreement"), is made and entered into as of September 12, 2006 by and between Scientific Technologies Incorporated, an Oregon corporation ("STIZ"), and Scientific Technology Incorporated, a California corporation ("Holdco" and, together with STIZ, the "Constituent Corporations").

RECITALS

A. Immediately prior to the execution of this Agreement, Holdco is a wholly-owned subsidiary of Omron Management Center of America, Inc., a Delaware corporation ("Parent").

B. Immediately prior to the execution of this Agreement, Holdco owns approximately 85% of the outstanding common stock of STIZ.

C. Parent, STIZ and Holdco entered into that certain Agreement and Plan of Merger dated April 24, 2006 (the "Merger Agreement"), providing, among other things, for the execution and filing of this Agreement and the merger of Holdco with and into STIZ upon the terms set forth in the Merger Agreement and this Agreement (the "Merger").

D. The respective Boards of Directors of each of the Constituent Corporations deem it advisable and in the best interests of each of such corporations and their respective shareholders that Holdco be merged with and into STIZ and have approved the Merger Agreement, this Agreement and the Merger.

E. The Merger Agreement and the Merger have been approved by Parent, as the sole shareholder of Holdco, and by the requisite shareholders of STIZ.

F. The Merger Agreement and this Agreement are intended to be construed together in order to effectuate their purposes.

AGREEMENT

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, each of the Constituent Corporations hereby agrees that Holdco shall be merged with and into STIZ in accordance with this Agreement and the provisions of the laws of the States of Oregon and California, upon the terms and subject to the conditions set forth as follows:

TRADEMARK

REEL: 003408 FRAME: 0252

ARTICLE I

*THE CONSTITUENT CORPORATIONS*

1.1 *STIZ*. STIZ is a corporation duly organized and existing under the laws of the State of Oregon

[REDACTED]

1.2 *Holdco*. Holdco is a corporation duly organized and existing under the laws of the State of California

[REDACTED]

ARTICLE II

*THE MERGER*

2.1 *The Merger*. At the Effective Time (as defined in Section 2.2 to this Agreement), Holdco shall be merged with and into STIZ, the separate corporate existence of Holdco shall cease and STIZ shall continue as the surviving corporation (the "Surviving Corporation"). The separate corporate existence of STIZ, with all of its rights and property, shall continue unaffected and unimpaired by the Merger.

2.2 *Effectiveness*. The Merger shall become effective (the "Effective Time") on the date upon which this Agreement and all required officers' certificates and other appropriate documents are filed with the Secretary of State of the State of Oregon pursuant to Oregon Revised Statute Sections 60.501 and 60.494 ("Oregon Law") and with the Secretary of State of the State of California pursuant to Section 1108 and Section 1103 of the California Corporations Code ("California Law").

2.3 *Effect of the Merger*. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of Oregon Law and California Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of STIZ and Holdco shall vest in the Surviving Corporation, and all debts, liabilities and duties of STIZ and Holdco shall become the debts, liabilities and duties of the Surviving Corporation.

ARTICLE III

**ARTICLES OF INCORPORATION,  
DIRECTORS AND OFFICERS OF SURVIVING CORPORATION**

3.1 *Articles of Surviving Corporation.* The Articles of Incorporation of STIZ in effect immediately prior to the Effective Time shall remain the Articles of Incorporation of the Surviving Corporation.

3.2 *Directors and Officers.* Immediately following the Effective Time, the directors and officers of the Surviving Corporation shall be as set forth in this Section 3.2.

(a) Directors. Immediately following the Effective Time, the following persons shall serve as directors of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation:

<u>Title</u>		<u>Name</u>
Director and Chairman	:	Yoshinori Matsueda
Director	:	James A. Ashford
Director	:	Shigeki Fujimoto
Director	:	Tatsunosuke Goto
Director		Akitsugu Kurahashi
Director		James A. Lazzara
Director		Joseph J. Lazzara

(b) Officers. Immediately following the Effective Time, the following persons shall serve as officers of the Surviving Corporation, each to hold office in accordance with the Bylaws of the Surviving Corporation:

<u>Title</u>		<u>Name</u>
Chairman and Chief Executive Officer:		Yoshinori Matsueda
President and Chief Operating Officer	:	James A. Ashford
Vice President, Chief Financial Officer, and Secretary	:	Akitsugu Kurahashi
Vice Chairman		Joseph J. Lazzara
Senior Vice President		James A. Lazzara

ARTICLE IV

*MANNER AND BASIS OF CONVERTING SHARES  
OF THE CONSTITUENT CORPORATIONS*

[REDACTED]

REDACTED

ARTICLE V

*TERMINATION, AMENDMENT AND MISCELLANEOUS*

5.1 *Termination by Mutual Agreement.* Notwithstanding the approval of this Agreement by the shareholders of Holdco and/or STIZ, this Agreement may be terminated at any time prior to the Effective Time by mutual agreement of the Boards of Directors of Holdco and STIZ.

5.2 *Termination of Merger Agreement.* Notwithstanding the approval of this Agreement by the shareholders of Holdco and/or STIZ, this Agreement shall terminate forthwith in the event that the Merger Agreement shall be terminated as therein provided.

5.3 *Effects of Termination.* In the event of the termination of this Agreement as provided above, this Agreement shall forthwith become void and there shall be no liability on the part of either STIZ or Holdco or their respective officers or directors, except as otherwise provided in the Merger Agreement.

5.4 *Amendment.* This Agreement may be amended by the parties hereto at any time before or after approval hereof by the shareholders of either Holdco, STIZ or both, but, after any such approval, no amendment will be made which, under the applicable provisions of Oregon Law or California Law, requires the further approval of shareholders without obtaining such further approval. This Agreement shall not be amended except by an instrument in writing signed on behalf of each of the parties hereto. Notwithstanding

anything in this Agreement to the contrary, this Agreement may not be amended after it is filed with the Oregon Secretary of State or the California Secretary of State.

5.5 **Counterparts.** This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one agreement.

5.6 **Governing Law.** This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Oregon.

*[remainder of page intentionally left blank]*



IN WITNESS WHEREOF, the parties have executed this Articles and Agreement of Merger.

*Signature of Chairman, President or Vice President*

Scientific Technologies Incorporated  
(Surviving Corporation)

By: Joseph J. Lazzara

Name: Joseph J. Lazzara

Title: President

Scientific Technology Incorporated  
(Disappearing Corporation)

By: Joseph J. Lazzara

Name: JOSEPH J. LAZZARA

Title: EXEC. VICE PRESIDENT

*Signature of Secretary or Assistant Secretary*

Scientific Technologies Incorporated  
(Surviving Corporation)

By: James A. Lazzara

Name: James A. Lazzara

Title: Secretary

Scientific Technology Incorporated  
(Disappearing Corporation)

By: James A. Lazzara

Name: JAMES A. LAZZARA

Title: SECRETARY

SIGNATURE PAGE TO PLAN OF MERGER

**SCIENTIFIC TECHNOLOGIES INCORPORATED**

**OFFICERS' CERTIFICATE OF APPROVAL OF MERGER**

Each of the undersigned hereby certifies that:

1. Joseph J. Lazzara and James A. Lazzara are the duly elected and acting President and Chief Executive Officer, and Secretary and Senior Vice President, respectively, of Scientific Technologies Incorporated, an Oregon corporation ("STIZ").

2. The principal terms of the Articles and Agreement of Merger in the form attached (the "Articles of Merger") providing for the merger (the "Merger") of Scientific Technology Incorporated, a California corporation, with and into STIZ were duly approved by the Board of Directors of STIZ.

[REDACTED]

**REDACTED**

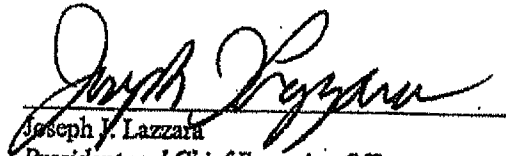
4. The principal terms of the Articles of Merger were approved by a vote of the shareholders of STIZ, which vote exceeded the votes required.

*Signature Page Follows*

Each of the undersigned further declares under penalty of perjury under the laws of the State of Oregon and the State of California that the matters set forth in the foregoing officers' certificate are true and correct of his own knowledge.

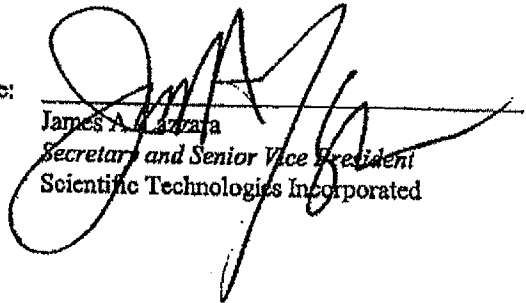
Date: September 12, 2006

Signature:



Joseph J. Lazzara  
*President and Chief Executive Officer*  
Scientific Technologies Incorporated

Signature:



James A. Lazzara  
*Secretary and Senior Vice President*  
Scientific Technologies Incorporated

**SIGNATURE PAGE TO OFFICER'S CERTIFICATE FOR ARTICLES OF MERGER**

**TRADEMARK**  
**REEL: 003408 FRAME: 0259**

SCIENTIFIC TECHNOLOGY INCORPORATED

OFFICERS' CERTIFICATE OF APPROVAL OF MERGER

Each of the undersigned hereby certifies that:

1. Joseph J. Lazzara and James A. Lazzara are the duly elected and acting Executive Vice President and Treasurer, and Vice President and Secretary, respectively, of Scientific Technology Incorporated, a California corporation ("Holdco").

2. The principal terms of the Articles and Agreement of Merger in the form attached (the "Articles of Merger") providing for the merger (the "Merger") of Holdco with and into Scientific Technologies Incorporated, an Oregon corporation, were duly approved by the Board of Directors of Holdco.

[REDACTED]

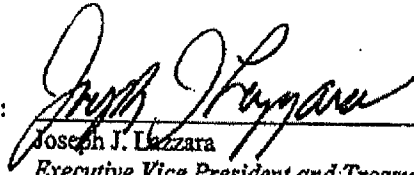
4. The principal terms of the Articles of Merger were approved by a vote of the shareholders of Holdco, which vote exceeded the votes required.

*Signature Page Follows*

Each of the undersigned further declares under penalty of perjury under the laws of the State of Oregon and the State of California that the matters set forth in the foregoing officers' certificate are true and correct of his own knowledge.

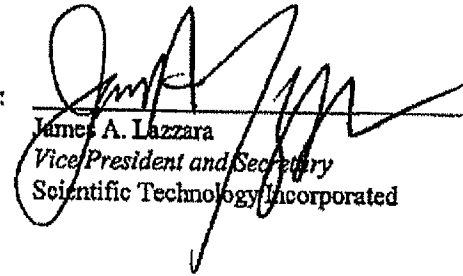
Date: September 12, 2006

Signature: \_\_\_\_\_



Joseph J. Lazzara  
*Executive Vice President and Treasurer*  
Scientific Technology Incorporated

Signature: \_\_\_\_\_



James A. Lazzara  
*Vice President and Secretary*  
Scientific Technology Incorporated



**SIGNATURE PAGE TO OFFICER'S CERTIFICATE FOR ARTICLES OF MERGER**