



**EXHIBIT 1**

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SUPERPRESSURE, INC.

AND

HYGRODYNAMICS, INC.

INTO

NEWPORT SCIENTIFIC, INC.

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NEWPORT SCIENTIFIC, INC., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 2nd day of November, 1979, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of SUPERPRESSURE, INC., a corporation incorporated on the 5th day of October, 1979, pursuant to the General Corporation Law of the State of Delaware and that this corporation also owns all of the outstanding shares of the stock of HYGRODYNAMICS, INC., a corporation incorporated on the 5th day of October, 1979, pursuant to the General Corporation Law of the State of Delaware.

TRADEMARK

REEL: 003537 FRAME: 0676

THIRD: That this corporation, 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 on the 17th day of December, 1991, determined to and did merge into itself said SUPERPRESSURE, INC. and HYGRODYNAMICS, INC.:

RESOLVED, that NEWPORT SCIENTIFIC, INC. merge, and it hereby does merge into itself said SUPERPRESSURE, INC. and HYGRODYNAMICS, INC., and assumes all of their obligations; and

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware.

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said SUPERPRESSURE, INC. and HYGRODYNAMICS, INC. and assume their liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County 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.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of NEWPORT SCIENTIFIC, INC. at

any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said NEWPORT SCIENTIFIC, INC. has caused this Certificate to be signed by Varro U. Smith, its Vice President, and attested by Donn Kemble, its Secretary, this 70<sup>th</sup> day of December, 1991.

NEWPORT SCIENTIFIC, INC.

By Varro U. Smith  
Varro U. Smith, Vice President

ATTEST:

By Donn Kemble  
Donn Kemble, Secretary

**EXHIBIT 2**

State of Delaware



Office of Secretary of State

I, JEFFREY D. LEWIS, ACTING SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF OWNERSHIP OF "NEWPORT SCIENTIFIC, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING "SUPERPRESSURE, INC." AND "HYGRODYNAMICS, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1991, AT 2:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



*Jeffrey D. Lewis*  
ACTING SECRETARY OF STATE

AUTHENTICATION: *M. W. [Signature]*

DATE: 01/02/1992