

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM508125

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2019		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ultimate Precision Metal Products Inc.		12/21/2018	Corporation: NEW YORK
RECEIVING PARTY DATA			
Name:	Ortronics, Inc.		
Street Address:	125 Eugene O'Neill Dr		
City:	New London		
State/Country:	CONNECTICUT		
Postal Code:	06320		
Entity Type:	Corporation: CONNECTICUT		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	5363683	AFCO SYSTEMS	
Registration Number:	5363682	AFCO SYSTEMS	
CORRESPONDENCE DATA			
Fax Number:	8607243397		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	860-275-6700		
Email:	bbanjac@mccarter.com		
Correspondent Name:	Barbara Banjac		
Address Line 1:	McCarter & English, LLP		
Address Line 2:	185 Asylum Street		
Address Line 4:	Hartford, CONNECTICUT 06103		
ATTORNEY DOCKET NUMBER:	97771-00277		
NAME OF SUBMITTER:	Barbara Banjac		
SIGNATURE:	/Barbara Banjac/		
DATE SIGNED:	01/31/2019		
Total Attachments: 9			
source=Ortronics _ Ultimate Precision Certified CT Merger Certificate (Survivor)#page1.tif			

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SECRETARY OF THE STATE OF
CONNECTICUT
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

12/24/2018

CT BUSINESS FILINGS, LLC
67 BURNSIDE AVE
EAST HARTFORD, CT 06108

RE: Acceptance of Business Filing **THIS IS NOT A BILL**

This letter is to confirm the acceptance of the following business filing:

Business Name:
ORTRONICS, INC.

Type of Request:
MERGER

Work Order Number	: 2018415170-001	Business Filing Number	: 0006297900
Filing Date/Time	: 12/21/2018 04:00 PM	Effective Date/Time	: 01/01/2019 04:30 PM
Work Order Payment Total	: \$110.00	Payment Received	: \$110.00
Credit on Account	: \$2,015.00	Customer ID	: 003017487
Business ID	: 0034990		

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

FRANK GOULD
Commercial Recording Division
860-509-6003
www.concord-sots.ct.gov

CERTIFICATE OF MERGER
OF
ULTIMATE PRECISION METAL PRODUCTS INC.
AND
ORTRONICS, INC.

To the Secretary of the State
State of Connecticut

Pursuant to sections 33-600 to 33-998, inclusive, of the Connecticut Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following certificate of merger.

1. The names of the parties to the merger are **ULTIMATE PRECISION METAL PRODUCTS INC.**, a corporation organized and existing under the laws of the State of New York, and **ORTRONICS, INC.**, a corporation organized and existing under the laws of the State of Connecticut.

2. **ORTRONICS, INC.** will continue its existence as the surviving corporation under its present name pursuant to sections 33-600 to 33-998, inclusive, of the Connecticut Business Corporation Act.

3. The effective date of the merger herein provided for shall be January 1, 2019.

4. The certificate of incorporation of the surviving corporation at the effective date of the merger shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Connecticut Business Corporation Act.

5. Pursuant to Section 33-817(7) of the Connecticut Business Corporation Act, and the plan of merger did not require the approval of the shareholders of the surviving domestic corporation, **ORTRONICS, INC.**

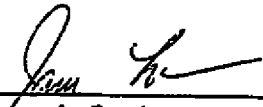
6. The plan of merger and the performance of its terms were duly authorized by all actions required by the law of the State of New York under which the non-surviving foreign corporation, **ULTIMATE PRECISION METAL PRODUCTS INC.**, is organized, and by its certificate of incorporation.

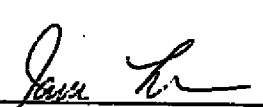
[Signatures on Next Page]

Executed on this 21st day of December, 2018.

ULTIMATE PRECISION METAL
PRODUCTS INC.

ORTRONICS, INC.

By: 
Name: James LaPerriere
Title: Treasurer

By: 
Name: James LaPerriere
Title: Treasurer

RECEIVED
DEC 21 2018

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office.

In Testimony whereof, I have hereunto set my hand
and affixed the Seal of said State, at Hartford,
this 24th day of December A.D. 2018



SECRETARY OF THE STATE

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on December 27, 2018.

A handwritten signature in black ink, appearing to read "Whitney Clark".

Whitney Clark
Deputy Secretary of State

Rev. 06/13

CERTIFICATE OF MERGER

of

ULTIMATE PRECISION METAL PRODUCTS INC.
a New York corporation

into

ORTRONICS, INC.
a Connecticut corporation

(Pursuant to Section 907 of the Business Corporation Law)

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

FIRST: The names of the constituent corporations to be merged are Ultimate Precision Metal Products Inc., a New York corporation, and Ortronics, Inc., a Connecticut corporation.

SECOND: The name of the surviving foreign corporation is Ortronics, Inc.

THIRD: The effective date of the merger herein certified shall be the first day of January, 2019.

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

- New York corporation: 100 shares of Common Stock, no par value, are issued and outstanding, all of which are owned by the surviving corporation;
- Surviving corporation: 614,500 shares of Common Stock, no par value, are issued and outstanding, all of which are entitled to vote on the merger, as a single class.

Upon the merger, all shares of Common Stock of the New York corporation that are issued and outstanding immediately prior to the merger shall, by virtue of the merger and without any action on the part of any party hereto, be automatically cancelled.

FIFTH: The merger is permitted by the laws of the jurisdiction of incorporation of Ortronics, Inc. and is in compliance therewith.

SIXTH: Ortronics, Inc. is incorporated under the laws of the State of Connecticut, and its date of incorporation is March 9, 1966. It has not filed an application for authority to do business in the State of New York and will not conduct business in New York until an application for authority has been filed with the Department of State.

SEVENTH: The date on which the certificate of incorporation of Ultimate Precision Metal Products Inc. was filed with the Department of State is July 22, 1971.

EIGHTH: Ortronics, Inc. hereby consents to be sued and served with process in the State of New York in any action or special proceeding against Ortronics, Inc. for the enforcement of any liability or obligation of Ultimate Precision Metal Products Inc. or to enforce the rights of any dissenting shareholder of Ultimate Precision Metal Products Inc. Subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, Ortronics, Inc. will promptly pay to the shareholder of Ultimate Precision Metal Products Inc. 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 right of shareholders to receive payment for their shares. Ortronics, Inc. hereby irrevocably appoints the Secretary of State of New York as its agent to accept service of process in any action or special proceeding in the State of New York. The Secretary of State of New York shall mail a copy of any process against Ortronics, Inc. served on him to 125 Eugene O'Neill Drive, New London, CT 06320.

NINTH: Ultimate Precision Metal Products Inc. has paid all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance which are due and payable by it. Ultimate Precision Metal Products Inc. has filed an estimated cessation franchise tax report through the anticipated date of the merger. Ortronics, Inc. will within thirty days after the filing of this Certificate of Merger file the final cessation franchise tax report and promptly pay to the Department of Taxation and Finance all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by Ultimate Precision Metal Products Inc.


[Remainder of page intentionally left blank. Signature page follows.]

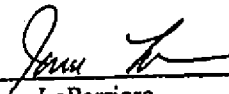
IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Executed on this 21st day of December, 2018.

ULTIMATE PRECISION METAL
PRODUCTS INC.

ORTRONICS, INC.

By: 
Name: James LaPerriere
Title: Treasurer

By: 
Name: James LaPerriere
Title: Treasurer

[Signature Page to New York Certificate of Merger]

ME1 28570147v.3

TRADEMARK
REEL: 006546 FRAME: 0574

CT07

181226000 116

Certificate of Merger

of

ULTIMATE PRECISION METAL PRODUCTS INC.

into

ORTRONICS, INC.

Under Section 907 of the Business Corporation Law

FILED

2018 DEC 26 AM 10:12

Filed By: McCarter & English, LLP
185 Asylum Street
Hartford, CT 06103

^{1cc}
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 26 2018

TAXS _____

BY: r

Drawdown

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