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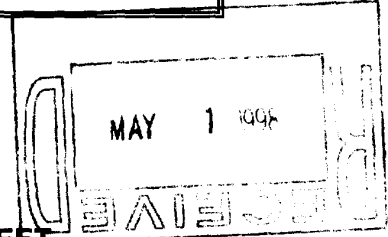
ENTS/APPLICATIONS

00501-A0249A WJS

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assignor	MacDermid Imaging Technology, Inc.
Assignee	MacDermid, Incorporated

Box Assignment  
Assistant Commissioner for Patents  
Washington, DC 20231



**ASSIGNMENT RECORDATION FORM COVER SHEET**

Dear Sir:

Please record the attached original merger document.

- Name of conveying party. **MacDermid Imaging Technology, Inc.**
- Name and Address of Receiving Party. **MacDermid, Incorporated, 245 Freight Street, Waterbury, Connecticut 06702.**
- Nature of Conveyance: **Merger.** Execution Date: **December 22, 1997.**
- U.S. Applications:

<u>Doc.No.</u>	<u>Serial No.</u>	<u>Filing Date</u>
H12	08/ 295,326	August 24, 1994
H28	08/ 355,122	December 13, 1994
H29	08/ 475,703	June 7, 1995
H30	08/ 483,615	June 7, 1995
H31	08/ 355,121	December 13, 1994
H32	08/ 003,314	September 6, 1995
H36	08/ 316,171	September 30, 1994
H37	07/ 786,632	November 1, 1991
H40	08/ 362,694	December 22, 1994
H45	08/ 004,342	September 26, 1995
H56	08/ 537,567	October 2, 1995

05/11/1998 TTOM11 00000241 295326  
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PATENT

REEL: 9178 FRAME: 0001

file ok

Assignment Recordation  
Form Cover Sheet  
Page 2

4. U.S. Patents:

<u>Doc.No.</u>	<u>Patent No.</u>
H1	4,403,566
H14	4,970,033
H15	5,381,735
H17	5,341,799
H2	4,450,226
H21	4,332,873
H22	5,348,605
H3	4,638,758
H31(1)	5,688,633
H37(1)	5,601,965
H39	5,415,972
H4	4,383,759
H42	5,419,998
H44	4,716,094
H53	4,442,302
H54	4,518,677
H57	4,680,248
H62	5,005,477
H64	4,855,212
H66	5,217,847
H73	5,699,739

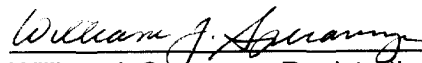
5. Name and Address of Party to Whom Correspondence Concerning Document should be mailed.

**William J. Speranza, Registration No. 26,340  
Attorney for Assignee  
ST. ONGE STEWARD JOHNSTON & REENS LLC  
986 Bedford Street  
Stamford, CT 06905-5619**

- 6.. Total Number of Patents/Applications Involved: 32.
7. Total Fee (37 CFR 3.41). \$1280 due and a check in this amount is enclosed.
8. Authorization to Charge Deposit Account. The Commissioner is hereby authorized to charge the fees due by this paper and during the entire pendency of this Application to Account No. 19-4516.
9. Statement and Signature. Total number of pages including cover sheet, attachments and document are 10. To the best of my knowledge and belief, the foregoing information is true and correct.

Respectfully submitted,

April 29, 1998



William J. Speranza, Registration No. 26,340  
Attorney for Assignee  
**ST. ONGE STEWARD JOHNSTON & REENS LLC**  
986 Bedford Street  
Stamford, CT 06905-5619  
(203) 324-6155

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

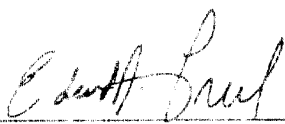
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MACDERMID IMAGING TECHNOLOGY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MACDERMID, INCORPORATED" UNDER THE NAME OF "MACDERMID, INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CONNECTICUT, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.



  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9044542

PATENT 94-24-98

REEL: 9178 FRAME: 0004

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
MACDERMID IMAGING TECHNOLOGY, INC.  
WITH AND INTO  
MACDERMID, INCORPORATED**

(Pursuant to Section 253 of the  
Delaware General Corporation Law)

MacDermid, Incorporated, a corporation duly organized and existing under the laws of the State of Connecticut (the "Company"), does hereby certify that it owns all the outstanding capital stock of MacDermid Imaging Technology, Inc., a corporation duly organized and existing under the laws of the State of Delaware, and that the Company, by resolutions of its Board of Directors duly adopted by written consent as of the 22 day of December, 1997 determined to merge into itself MacDermid Imaging Technology, Inc., which resolutions are as follows:

**RESOLVED:** That the Chief Executive Officer and Secretary (the "Officers") of the Company be and are hereby authorized, jointly and severally, to take such actions, in the name and on behalf of the Company, as in their individual judgment may be necessary or advisable for the Company to effect a merger of MacDermid Imaging Technology, Inc., a Delaware Corporation and a wholly-owned subsidiary of the Company ("Imaging Technology"), with and into the Company on substantially the terms set forth in the Plan of Merger attached as Exhibit A hereto (the "Plan"), with such changes thereto as said Officers or either of them determine to be necessary or advisable and in the best interest of the Company, as conclusively evidenced by their execution of the Plan; and

**RESOLVED:** That the Officers be and are hereby authorized, jointly and severally, in connection with the Imaging Technology merger to execute and deliver, in the name and on behalf of the Company and under the corporate seal of the Company, if required, (a) the Plan, and (b) all other agreements, certificates and instruments as may be necessary to effect the transactions contemplated by the Plan, in such form as the Officers, or either of them, determine to be necessary or advisable and in the best interest of the Company and consistent with the immediately preceding resolution, as conclusively evidenced by their execution thereof; and

**RESOLVED:** That this consent instrument be filed with the records of the Company and the actions set forth herein shall be treated for all purposes as votes duly taken at a meeting.

**EFFECTIVENESS OF  
CERTIFICATE OF OWNERSHIP AND MERGER**

This Certificate of Ownership and Merger shall become effective as of December 31, 1997.

**AGREEMENT OF SURVIVING CORPORATION  
REGARDING SERVICE OF PROCESS**

The surviving corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the General Corporation Law of the State of Delaware, and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. A copy of any such process shall be mailed to MacDermid, Incorporated, 245 Freight Street, Waterbury, CT 06702, Attn: President.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger as of the 22 day of December, 1997.

**MACDERMID, INCORPORATED**

By: John L. Cardani  
Name: John L. Cardani  
Title: Secretary

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Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER is executed as of December 22, 1997 by and between MacDermid Imaging Technology, Inc. ("Imaging Technology"), and MacDermid, Incorporated ("MacDermid"), which corporations are hereinafter sometimes referred to jointly as the "Constituent Corporations."

ARTICLE 1

RECITALS

*Section 1.1. Organization of the Parties.* Imaging Technology is a Corporation duly organized and existing under the laws of the State of Delaware. MacDermid is a corporation duly organized and existing under the laws of the State of Connecticut.

*Section 1.2. Imaging Technology's Capital Stock.* Imaging Technology has authorized capital stock consisting of 150,000 shares of common stock, \$.01 par value, of which 100 shares are now issued and outstanding, and 150,000 shares of preferred stock, no par value, of which no shares are now issued and outstanding. All issued and outstanding shares of capital stock of Imaging Technology are owned by MacDermid.

*Section 1.3. MacDermid's Capital Stock.* MacDermid has authorized capital stock consisting of 20,000,000 shares of common stock, no par value, of which 8,365,302 shares are now issued and outstanding and 2,000,000 shares of preferred stock, no par value, of which no shares are now issued and outstanding.

*Section 1.4. Desire to Merge.* Imaging Technology and MacDermid desire to effect a statutory subsidiary-parent merger of Imaging Technology with and into MacDermid in the manner herein set forth, and the Boards of Directors of the Imaging Technology and MacDermid have duly adopted, by written consent, resolutions approving this Plan of Merger (the "Plan").

In consideration of the premises, and the mutual covenants and agreements herein contained, it is hereby agreed by and between the parties hereto that Imaging Technology shall be merged with and into MacDermid in accordance with the applicable provisions of the Connecticut Business Corporation Act, as amended (the "CBCA") and the Delaware General Corporation Law, as amended (the "DGCL"), and upon the following terms and conditions:

ARTICLE 2

PARTIES TO MERGER

*Section 2.1. The Merging Corporation.* The name of the corporation which shall merge with and into MacDermid is MacDermid Imaging Technology, Inc.

*Section 2.2. The Surviving Corporation.* The name of the corporation with and into which Imaging Technology shall merge is MacDermid, Incorporated.

### ARTICLE 3

#### TERMS AND CONDITIONS OF MERGER AND MODE OF CARRYING IT INTO EFFECT

*Section 3.1. General.* Upon the Effective Date of the Merger (as hereinafter defined): (a) Imaging Technology shall merge with and into MacDermid; (b) MacDermid shall continue as the corporation that survives the merger (the "Surviving Corporation"); (c) the shares of capital stock of MacDermid outstanding upon the Effective Date of the Merger shall be and remain outstanding shares of the capital stock of the Surviving Corporation in accordance with their terms; and (d) the separate corporate existence of Imaging Technology shall cease.

*Section 3.2. Effective Date of the Merger.* The "Effective Date of the Merger" with respect to the merger contemplated by this Agreement shall be as of December 31, 1997.

*Section 3.3. Private Property of Shareholders.* The private property of the shareholders of Imaging Technology and of MacDermid shall not be subject to the payment of the corporate debts of either corporation to any extent whatsoever.

### ARTICLE 4

#### MANNER AND BASIS OF CONVERTING SHARES OF CAPITAL STOCK OF THE MERGING CORPORATION INTO SHARES OF THE SURVIVING CORPORATION

Upon the Effective Date of the Merger, all issued and outstanding shares of capital stock of Imaging Technology shall automatically and by operation of law be canceled and all certificates evidencing ownership of such shares shall be void and of no effect, and all issued and outstanding shares of capital stock of MacDermid shall remain issued and outstanding and shall constitute all of the issued and outstanding shares of the Surviving Corporation.

### ARTICLE 5

#### ARTICLES OF INCORPORATION AND BY-LAWS OF THE SURVIVING CORPORATION

Upon the Effective Date of the Merger, the Certificate of Incorporation of MacDermid shall be the Certificate of Incorporation of the Surviving Corporation. Also upon the Effective Date of the Merger, the By-laws of MacDermid shall be the By-laws of the Surviving Corporation.



## ARTICLE 6

### DIRECTORS AND OFFICERS

The directors and officers of MacDermid in office on the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation, each to hold office until a successor shall have been elected and shall have been qualified or until the earlier of resignation or removal.

## ARTICLE 7

### CORPORATE APPROVALS AND TERMINATION

*Section 7.1. Corporate Approvals.* Pursuant to Section 33-818 of the CBCA and Section 253 of the DGCL, this Plan and related matters shall not be submitted to the shareholders of MacDermid or Imaging Technology to vote or consent with respect thereto.

*Section 7.2. Termination.* At any time prior to the Effective Date of the Merger, this Plan may be terminated and abandoned by MacDermid by appropriate resolution of its Board of Directors. In the event of such termination and abandonment, this Plan shall become void and neither Imaging Technology nor MacDermid or their respective shareholders, directors or officers may be held liable in respect to such termination or abandonment.

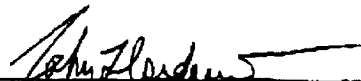
## ARTICLE 8

### MISCELLANEOUS


*Section 8.1. Further Assurances.* If at any time MacDermid shall consider or be advised that any further assignment, assurance or other action is necessary or desirable to vest in MacDermid the title to any property or right of Imaging Technology or otherwise to carry out the purposes of this Plan, the proper officers and directors of Imaging Technology shall execute and make all such proper assignments or assurances and take such other actions. The proper officers and directors of MacDermid are hereby authorized in the name of Imaging Technology, or otherwise, to take any and all such action.

IN WITNESS WHEREOF each of the parties hereto have caused this Plan to be executed on its behalf by a duly authorized officer as of the day and year first above written.

MACDERMID, INCORPORATED

By:   
Name: John L. Cordani  
Title: Secretary

MACDERMID IMAGING TECHNOLOGY, INC.

By:   
Name: John L. Cordani  
Title: Secretary

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