

10-20-1998

Attorney Docket No.: 07084/008001

RE

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9-28-98



Assistant Commissioner for Patents: P

100852847

ment.

1. Name of conveying party(ies): **Acurex Environmental Corporation**

2. Name and address of receiving party(ies): **Arcadis Geraghty & Miller, Inc.**
1099 19th Street
Suite 2100
Denver, CO 80202

Additional name(s) attached? Yes No

Additional names/addresses attached? Yes No

3. Nature of conveyance:
 Assignment
 Merger
 Security Agreement
 Change of Name
 Other:

Execution Date: **December 31, 1997**

4. Application number(s) or patent number(s): **5,699,839**

If this document is being filed with a new application, the execution date of the application is:

A. Patent Application No.(s):

B. Patent No.(s): **5,699,839**

Additional numbers attached? Yes No

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

Reginald J. Suyat, Esq.
Fish & Richardson P.C.
2200 Sand Hill Road, Suite 100
Menlo Park, CA 94025

6. Total number of applications/patents involved: **1**

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

Enclosed

Authorized to charge deposit account

8. Deposit account number: **06-1050**

If the fee above is being charged to deposit account, a duplicate copy of this cover sheet is attached. Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.

DO NOT USE THIS SPACE

9. Statement and signature: *To the best of my knowledge and belief, the foregoing information is true and correct and the attached is the original document.*

REGINALD J. SUYAT
Name of Person Signing

Reginald J. Suyat
Signature

Sept. 23 1998
Date

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

97404.P11

Date of Deposit Sept. 28, 1998

I hereby certify under 37 CFR 1.8(a) that this correspondence is being deposited with the United States Postal Service as first class mail with sufficient postage on the date indicated above and is addressed to the Assistant Commissioner for Patents, Washington, D.C. 20231.

Helen Parale

PATENT

REEL: 9507 FRAME: 0790

10/19/1998 JWB/KRS 00000116 5699839

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State of Delaware

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 OWNERSHIP, WHICH MERGES:

"GERAGHTY & MILLER, INC.", A DELAWARE CORPORATION, WITH AND INTO "PIEDMONT OLSEN HENSLEY, INC." UNDER THE NAME OF "ARCADIS GERAGHTY & MILLER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER, A.D. 1997, AT 2:01 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2798426 8100M

AUTHENTICATION: 8774591

DATE: PATENT

REEL: 9507 FRAME: 0791

CERTIFICATE OF OWNERSHIP AND MERGER
(Delaware General Corporation Law)

PIEDMONT OLSEN HENSLEY, INC.

A Delaware Corporation

(Surviving Subsidiary Corporation)

GERAGHTY & MILLER, INC.

A Delaware Corporation

(Parent Corporation)

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law, this Certificate of Ownership and Merger is executed, verified, and acknowledged on behalf of Geraghty & Miller, Inc., a Delaware corporation (the "Parent Corporation").

1. The Surviving Subsidiary Corporation has outstanding 100 shares of \$0.01 par value common stock. Immediately prior to the merger, the Parent Corporation owned all of the outstanding shares of the Surviving Subsidiary Corporation.

2. Attached hereto as Exhibit A and incorporated herein is a true and correct copy of the Resolutions and Plan of Merger of Parent and Subsidiary that were adopted by the Board of Directors of the Parent Corporation on November 12, 1997, and by at least a majority of the outstanding stock of the Parent Corporation by Consent of Sole Shareholder of Geraghty & Miller, Inc. In Lieu of Meeting dated November 12, 1997.

3. The number of shares of the Parent Corporation that voted for the Resolutions and Plan of Merger was sufficient for approval.

4. The laws of the State of Delaware under which the Parent Corporation and the Surviving Subsidiary Corporation are each organized permit such a merger.

5. The certificate of incorporation of the Surviving Subsidiary Corporation will be amended to reflect the change of the corporate name of the Surviving Subsidiary Corporation to "ARCADIS Geraghty & Miller, Inc.," as set forth in the Resolutions and Plan of Merger of Parent and Subsidiary Corporation attached hereto as Exhibit A, and upon the effective date of the merger the name of the Surviving Subsidiary Corporation shall be so changed.

6. This Certificate of Ownership and Merger shall be effective on January 1, 1998 (the "Effective Date").

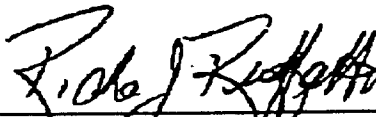
7. Anything herein or elsewhere to the contrary notwithstanding, at any time prior to the Effective Date this merger may be terminated or abandoned by the Board of Directors of the Parent Corporation.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed this 12th day of November, 1997. The signatures of the persons signing below constitute the acknowledgment of such persons, under penalties of perjury, that this Certificate of Ownership and Merger is the act and deed of the Parent Corporation and the facts stated herein are true.

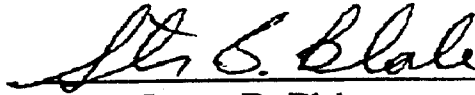
ATTEST:

GERAGHTY & MILLER, INC.,
A Delaware corporation

By:


Name: Richard J. Ruffatto
Title: Assistant Secretary

By:


Name: Steven B. Blake
Title: Chief Executive Officer

4895-3/68536

EXHIBIT A
RESOLUTIONS AND PLAN OF MERGER
OF
PARENT AND SUBSIDIARY CORPORATION

RESOLVED, that Geraghty & Miller, Inc., a Delaware corporation (the "Parent Corporation"), which owns all of the outstanding shares (100 shares of \$0.01 par value common stock) of Piedmont Olsen Hensley, Inc., a Delaware corporation (the "Surviving Subsidiary Corporation"), shall be merged with and into the Surviving Subsidiary Corporation, and the Surviving Subsidiary Corporation shall assume all liabilities and obligations of the Parent Corporation; and

FURTHER RESOLVED, that the laws of the State of Delaware permit the merger of the Parent Corporation with and into the Surviving Subsidiary Corporation; and

FURTHER RESOLVED, that the merger provided for by these **RESOLUTIONS AND PLAN OF MERGER OF PARENT AND SUBSIDIARY CORPORATION** shall become effective on January 1, 1998 (the "Effective Date"), and the separate existence of the Parent Corporation shall cease on the Effective Date; and

FURTHER RESOLVED, that all of the outstanding shares of the Surviving Subsidiary Corporation shall be canceled; and

FURTHER RESOLVED, that each share of the issued and outstanding 100 shares of \$0.01 par value common stock of the Parent Corporation shall be converted into one share of \$0.01 par value common stock of the Surviving Subsidiary Corporation; and

FURTHER RESOLVED, that Article **FIRST** of the Certificate of Incorporation of the Surviving Subsidiary Corporation shall automatically be amended to read as follows:

"FIRST: The name of the corporation is **ARCADIS Geraghty & Miller, Inc.**"

FURTHER RESOLVED, that the proper officers of the Parent Corporation be, and they hereby are, authorized and directed to execute, acknowledge, and file a Certificate of Ownership and Merger, in such form as they determine is necessary to comply with statutory requirements, with the Secretary of State of Delaware in accordance with the applicable provisions of the Delaware General Corporation Law setting forth a copy of these **RESOLUTIONS AND PLAN OF MERGER OF PARENT AND SUBSIDIARY CORPORATION** showing the date of adoption

of such RESOLUTIONS AND PLAN OF MERGER OF PARENT AND SUBSIDIARY CORPORATION; and

FURTHER RESOLVED, that the proper officers of the Parent Corporation and Surviving Subsidiary Corporation be, and they hereby are, authorized and directed to do all such acts and things and to execute such documents, agreements, and certificates, in the name and on behalf of the Parent Corporation and the Surviving Subsidiary Corporation, and to deliver or file such documents, agreements, and certificates when executed, and to take all such other action, with any such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses, and charges as they, or any of them, may deem necessary or appropriate to effect the RESOLUTIONS AND PLAN OF MERGER OF PARENT AND SUBSIDIARY CORPORATION and the full intent and purpose thereof; and

FURTHER RESOLVED, that at any time before the Effective Date the merger may be abandoned by the Board of Directors of the Parent Corporation.

4895-3/68536

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 OWNERSHIP, WHICH MERGES:

"ACUREX ENVIRONMENTAL CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "GERAGHTY & MILLER, INC." UNDER THE NAME OF "GERAGHTY & MILLER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER, A.D. 1997, AT 1:59 O'CLOCK P.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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971397287

AUTHENTICATION:

8770591

DATE:

11-21-97

PATENT REEL: 9507 FRAME: 0796

**CERTIFICATE OF OWNERSHIP AND MERGER
(Delaware General Corporation Law)**

GERAGHTY & MILLER, INC.

A Delaware Corporation

(Surviving Corporation)

and

ACUREX ENVIRONMENTAL CORPORATION

A California Corporation

(Subsidiary Corporation)

*DELAWARE
EFFECTIVE
12/31/97*

Pursuant to the applicable provisions of the Delaware General Corporation Law, this Certificate of Ownership and Merger is executed, verified, and acknowledged on behalf of Geraghty & Miller, Inc., a Delaware corporation (the "Surviving Corporation").

1. Attached hereto as Exhibit A and incorporated herein is a true and correct copy of the Resolutions and Plan of Merger that were adopted by the Board of Directors of the Surviving Corporation on November 12, 1997.

2. The laws of the State of Delaware under which the Surviving Corporation is organized permit such a merger. The laws of the State of California under which the Subsidiary Corporation is organized permit such a merger.

3. No amendments or changes in the certificate of incorporation of the Surviving Corporation will be effected by the merger. The certificate of incorporation of the Surviving Corporation will be its certificate of incorporation.

4. The Surviving Corporation is incorporated under the laws of the State of Delaware and owns 100 shares of the \$0.01 par value common stock of the Subsidiary Corporation, constituting 100 percent of the issued and outstanding shares of the Subsidiary Corporation.

5. This Certificate of Ownership and Merger shall be effective on December 31, 1997 (the "Effective Date").


6. Anything herein or elsewhere to the contrary notwithstanding, at any time prior to the Effective Date this merger may be terminated or abandoned by the Board of Directors of the Surviving Corporation.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed this 12th day of November, 1997. The signatures of the persons signing below constitute the acknowledgment of such persons, under penalties of perjury, that this Certificate of Ownership and Merger is the act and deed of the Surviving Corporation and the facts stated herein are true.

ATTEST:

GERAGHTY & MILLER, INC.,
A Delaware corporation

By:



Name: Richard V. Buffatto
Title: Assistant Secretary

By:



Name: Steven B. Blake
Title: Chief Executive Officer

4895-3/68412

EXHIBIT A
RESOLUTIONS AND PLAN OF MERGER
OF
SUBSIDIARY CORPORATION

RESOLVED, that Geraghty & Miller, Inc., a Delaware corporation (the "Surviving Corporation"), merge Acurex Environmental Corporation, a California corporation (the "Subsidiary Corporation"), its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110, California Corporations Code; and

FURTHER RESOLVED, that the laws of the State of Delaware and the laws of the State of California permit the merger of the Subsidiary Corporation with and into the Surviving Corporation; and

FURTHER RESOLVED, that the merger provided for by these **RESOLUTIONS AND PLAN OF MERGER** shall become effective on December 31, 1997 (the "Effective Date"), and the separate existence of the Subsidiary Corporation shall cease on the Effective Date; and

FURTHER RESOLVED, that all of the outstanding shares of the Subsidiary Corporation (100 shares of \$0.01 par value common stock) shall be canceled and shall not be converted into shares or other securities or obligations of the Surviving Corporation or of any other corporation or into cash or other property in whole or in part; and

FURTHER RESOLVED, that after the merger of the Subsidiary Corporation with and into the Surviving Corporation shall have become effective, the certificate or certificates representing stock of the Subsidiary Corporation shall be canceled; and

FURTHER RESOLVED, that the proper officers of the Surviving Corporation be, and they hereby are, authorized and directed to execute, acknowledge, and file a Certificate of Ownership and Merger, in such form as they determine is required to satisfy statutory requirements, with the Secretary of State of Delaware in accordance with the applicable provisions of the Delaware General Corporation Law setting forth a copy of these **RESOLUTIONS AND PLAN OF MERGER** showing the date of adoption of such **RESOLUTIONS AND PLAN OF MERGER**; and

FURTHER RESOLVED, that the proper officers of the Surviving Corporation be, and they hereby are, authorized and directed to execute and file a Certificate of Ownership, in such form as they determine is required to satisfy statutory requirements, consisting of an officers' certificate of the Surviving Corporation with the Secretary of State of California in accordance with the applicable provisions of the California General Corporation Law; and

FURTHER RESOLVED, that the proper officers of the Surviving Corporation be, and they hereby are, authorized and directed to do all such acts and things and to execute such documents, agreements, and certificates, in the name and on behalf of the Surviving Corporation, and to deliver or file such documents, agreements, and certificates when executed, and to take all such other action, with any such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses, and charges as they, or any of them, may deem necessary or appropriate to effect the **RESOLUTIONS AND PLAN OF MERGER** and the full intent and purpose thereof; and

FURTHER RESOLVED, that at any time before the Effective Date the merger may be abandoned by the Board of Directors of the Surviving Corporation.

4895-3/68412

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