

02-24-1999

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FORM PTC 1595 (Rev. 8-93)

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

To the Honorable Commissioner of Patent and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
 KF Real Estate Holding Corporation  
 Metex Corporation

Additional name(s) of conveying party(ies) attached:  
 Yes  No

**2-19-99**

2. Name and address of receiving party(ies):  
 Name: Metex Mfg. Corporation  
 Internal Address: \_\_\_\_\_  
 Street Address: 970 New Durham Road  
 City: Edison State: N.J. Zip: 08818-4020

Additional name(s) & address(es) attached:  Yes  No

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

Execution Date: December 28, 1998

4. Application number(s):  
 If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Patent Application No.(s)  
08/823,927 and 09/007,132

B. Patent No.(s)  
5,683,119

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: William Squire  
 Internal Address: Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein  
 Street Address: 6 Becker Farm Road  
 City: Roseland State: New Jersey Zip: 07068

6. Total number of applications and patents involved: 3

7. Total fee (37 CFR 3.41)....\$ 120.00  
 Enclosed  
 Additional fees, if any, authorized to be charged to deposit account

8. Deposit account number:  
03-0678  
 (Attach duplicate copy of this page if paying by deposit account)

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 any attached copy is a true copy of the original document.*

William Squire  
 Name of Person Signing

[Signature]  
 Signature

2/16/99  
 Date

Total number of pages including cover sheet, attachments, and document: 8

**120E**

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

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PATENT REEL: 9764 FRAME: 0955

State of New York }  
Department of State }<sup>SS:</sup>

*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 seal of the Department of State on*

DEC 30 1998



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

*Special Deputy Secretary of State*

DOS-1266 (5/96)

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CSC 45

CERTIFICATE OF MERGER  
of

KF REAL ESTATE HOLDING CORPORATION  
(a New York corporation)

and

METEX CORPORATION  
(a Delaware corporation)

into

KF REAL ESTATE HOLDING CORPORATION

(Under Sections 904 of the New York Business Corporation Law)

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

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the domestic constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation," is KF REAL ESTATE HOLDING CORPORATION, and the name under which it was formed is DAVID E. KENNEDY, INC. The date upon which its certificate of incorporation was filed by the Department of State is December 24, 1907.

THIRD: The name of the foreign constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation," is METEX CORPORATION. The name under which it was formed is MTX MERGER CORPORATION and the date upon which its certificate of incorporation was filed by the Delaware Secretary of State is August 13, 1988. No Application for Authority in the State of New York of the merged constituent corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

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

KF REAL ESTATE HOLDING CORP.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common	100	Common	none

METEX CORPORATION

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common	100	Common	none

FIFTH: The merger herein certified was (i) adopted by the surviving constituent corporation by the written consent of the sole shareholder given in accordance with Section 615 of the Business Corporation Law, and (ii) adopted by the merged constituent corporation by the written consent of the sole shareholder given in accordance with Section 228 of the Delaware General Corporation Law.

SIXTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the merged constituent corporation and is in compliance with said laws.

SEVENTH: The name of the Surviving Corporation will be changed from "KF REAL ESTATE HOLDING CORPORATION" to "METEX MFG. CORPORATION" as of the effective time of the merger. Accordingly, the First Article of the Certificate of Incorporation of KF REAL ESTATE HOLDING CORPORATION is amended as of the effective time of the merger to read in its entirety as follows:

FIRST: The name of the Corporation shall be METEX MFG. CORPORATION.

EIGHTH: The following new Articles Tenth and Eleventh of the Certificate of Incorporation of KF REAL ESTATE HOLDING CORPORATION are added as of the effective date of the merger to read in their entirety as follows:

TENTH: The Corporation shall, to the fullest

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extent permitted by Article 7 of the Business Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, as to action in any capacity in which he served at the request of the Corporation.

ELEVENTH: The personal liability of the directors of the Corporation is eliminated to the fullest extent permitted by the provisions of paragraph (b) of Section 402 of the Business Corporation Law, as the same may be amended and supplemented.

NINTH: The effective date of the merger herein certified, insofar as the provisions of the Business Corporation Law of the State of New York govern such effective date, shall be the 31st day of December, 1998.

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Tony Miceli

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THRIEN REID&PRIEST LLP

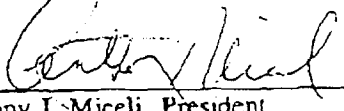
005/007

Signed on December 28, 1998

METEX CORPORATION

By:   
Anthony J. Miceli, Vice-President

KF REAL ESTATE HOLDING CORPORATION

By:   
Anthony J. Miceli, President

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CERTIFICATE OF MERGER

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OF  
METEX CORPORATION

INTO

KF REAL ESTATE HOLDING CORPORATION

Section 904 of the Business Corporation Law

FILED

*JAC*

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 29 1998

TAX \$

BY:

*JAC*

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Filer: Thelen Reid & Priest LLP  
40 West 57th Street  
New York, NY 10019  
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PATENT

REEL: 9764 FRAME: 0961

Signed on December \_\_, 1998

METEX CORPORATION

By: *Anthony J. Miceli*  
Anthony J. Miceli, Vice-President

KF REAL ESTATE HOLDING CORPORATION

By: *Anthony J. Miceli*  
Anthony J. Miceli, President