

09-24-1999

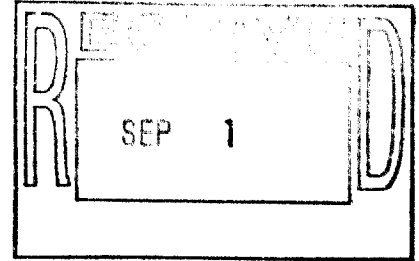


U.S. PATENT AND TRADEMARK OFFICE

101154459

RECORDATION FORM COVER SHEET

PATENTS ONLY



To the Honorable Commissioner of Patents and Trademarks:

Please record the attached original document or copy thereof.

1. Name and address of conveying party:

States Engineering Corporation  
4419 Ardmore Avenue  
Fort Wayne, Indiana 46809

An Indiana Corporation

9-21-99

2. Name and address of receiving party:

SEC Acquisition Co.  
c/o Metapoint Partners  
Three Centennial Drive  
Peabody, MA 01960-7931

A Delaware Corporation

3. Nature of conveyance: Merger dated as of September 13, 1999, and attached hereto as Exhibit 1.

4. Patent numbers:

Registered Patents:

<u>Patent</u>	<u>Registration Date</u>	<u>Patent No.</u>
Hole cleaning device for augers	December 21, 1982	4,364,441

Patent Applications: None

5. Name and address of party to whom correspondence concerning documents should be mailed:

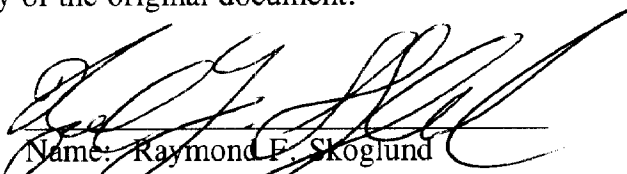
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Raymond F. Shoglund, Esq.  
Bingham Dana LLP  
150 Federal Street  
Boston, MA 02110

6. Total number of applications and registrations involved 1
7. Total fee enclosed: \$ 40 (\$40.00 each patent and application listed)
8. Deposit account number: **[Not applicable]**
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.

  
Name: Raymond F. Skoglund  
Date: September 21, 1999

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, DC 20231

Sent via U.S. Post Office Express Mail on September 21, 1999,  
Receipt No. EL200147655US

Total number of pages submitted (including cover sheet and any attached Schedules, and conveyance document and any attached Schedules): 6

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
STATES ENGINEERING CORPORATION  
INTO  
SEC ACQUISITION CO.

The undersigned, being a duly authorized officer of SEC ACQUISITION CO., a Delaware corporation (the "Company"), does hereby certify, pursuant to Section 253 of the Delaware General Corporation Law, to the following information relating to the merger (the "Merger") of States Engineering Corporation, an Indiana corporation ("States"), with and into the Company:

1. The Company was incorporated on July 21, 1999, pursuant to and in accordance with the Delaware General Corporation Law.
2. The Company owns 100% of the outstanding shares of capital stock, no par value, of States, a corporation incorporated on April 16, 1946, pursuant to and in accordance with the Indiana Business Corporation Law.
3. The Board of Directors of the Company unanimously consented on September 13, 1999 to the adoption of the following resolutions, which resolutions provided that States be merged with and into the Company:

**RESOLVED:** That pursuant to the terms of the Agreement and Plan of Merger, dated as of September 13, 1999 (the "Plan of Merger"), the Company merge its wholly-owned subsidiary, States Engineering Corporation, an Indiana corporation ("States"), with and into itself, (hereinafter sometimes referred to as the "Surviving Corporation"), which corporation shall assume all of the liabilities and obligations of States, and that said merger (the "Merger") shall be effective upon filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and Articles of Merger with the Secretary of State of the State of Indiana (the "Effective Time").

**RESOLVED:** That, in connection with the foregoing, the form, terms and provisions of the Plan of Merger and the Merger, be, and they hereby are, in all respects ratified, adopted and approved.

**RESOLVED:** That, at the Effective Time, the Certificate of Incorporation of the Company, as in effect immediately prior to the

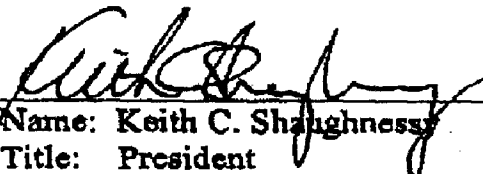
Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation.

**RESOLVED:**

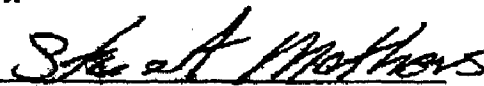
That any officer of the Company be, and each of them hereby is, authorized and directed to execute Articles of Merger, and to file the same with the Secretary of State of the State of Indiana, and execute a Certificate of Ownership and Merger, and to file the same with the Secretary of State of the State of Delaware and cause a certified copy of the same to be recorded in the office of the Recorder of Deeds of the County in the State of Delaware in which the registered office of the Company is located; and that any officer of the Company be, and each of them hereby is, authorized and directed to take any and all other actions necessary and proper, in the judgment of said officers, to effect said Merger.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed and delivered on behalf of the Company this 3<sup>rd</sup> day of September, 1999.

SEC ACQUISITION CO.

By:   
Name: Keith C. Shaughnessy  
Title: President

Attest:

By:   
Stuart I. Mathews  
Secretary

*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 OF "SEC ACQUISITION CO.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9973410

DATE: 09-17-99

RECORDED: 09/21/1999

PATENT  
REEL: 010247 FRAME: 0659