

MED 11/8/99

11-10-1999



To the Honorable Commissioner of Patents and Trade

101197454

copy thereof.

1. Name of conveying party(ies)  
PROSER-PROCESSES AND SERVICES, INC.

Addit'l name(s) of conveying party(ies) attached?  Yes  No

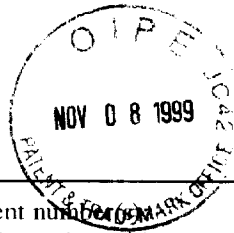
3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  
 Change of name  
 Other

Execution Date: March 25, 1998

2. Name and address of receiving party(ies):

OPC DRIZO, INC.  
1911 North Fort Myer Drive  
Rosslyn, VA 22209

Addit'l. name(s) & address(es) attached?  Yes  No



4. Application number(s) or patent 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)

B. Patent No.(s)

5,643,421 and 5,766,423

Additional numbers attached?  Yes  No

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

Pollock, Vande Sande & Amernick  
Suite 800  
1990 M Street, N.W.  
Washington State: D.C. Zip: 20036

6. Total number of applications and patents involved [2]

7. Total fee (37 CFR 3.41).....\$80.00

Enclosed

Authorized to be charged to deposit account

Charge deficiencies/credit overpayments to Deposit Account 22-0185

8. Deposit Account No: 22-0185

(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.

Date: November 8, 1999

Richard Wiener  
Reg. No. 18,741

Total number of pages including cover sheet: [4]

Do not detach this portion

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

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

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UNANIMOUS WRITTEN CONSENT BY THE DIRECTORS OF  
PROSER-PROCESSES AND SERVICES, INC.  
WITHOUT A MEETING

In accordance with Article 9.10 of the Texas Business Corporation Act and Article VII Section 1 of the Corporation By-Laws, the Undersigned, being all the Directors of PROSER-PROCESSES AND SERVICES, INC. ("the Corporation"), a corporation organized under the laws of the State of Texas, hereby unanimously consent to and adopt by this writing, as of March 24, 1998, in lieu of a special meeting, the following resolutions:

RESOLVED, that the name of the Corporation be changed to "OPC DRIZO, INC. " by amending the Articles of Incorporation of the Corporation so that Article 1 thereof reads, in its entirety, as follows:

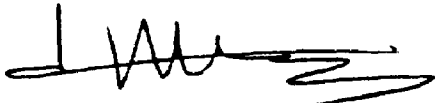
" Article 1.


The name of the Corporation is OPC DRIZO, INC. ";

FURTHER RESOLVED, that this resolution be submitted for approval to the Shareholder of the Corporation;

FURTHER RESOLVED, that if such resolution be approved by the Shareholder of the Corporation, the Secretary of the Corporation be, and hereby is, authorized to certify and attest such documents as may be necessary in order to accomplish the purposes of the foregoing resolutions and to affix the Corporation's seal thereto.

FURTHER RESOLVED, that this consent be filed with the minutes of the proceedings of the Board of Directors' Meetings of the Corporation.

  
Thierry Pellerin

  
Robert B. Smart

WRITTEN CONSENT OF THE SHAREHOLDERS OF  
PROSER PROCESSES AND SERVICES, INC.  
WITHOUT A MEETING

In accordance with Article 9.10 of the Texas Business Corporation Act and Article VII Section 1 of the Corporation By-Laws, the Undersigned, being the sole Shareholder of Proser-Processes and Services, Inc. ("the Corporation"), a corporation organized under the laws of the State of Texas, hereby unanimously consent to and adopt by this writing, as of March 24, 1998, in lieu of a special meeting, the following resolutions:

RESOLVED, that the resolution adopted by the Board of Directors of the Corporation as of March 24, 1998, aiming at requesting the Corporation's shareholder approval regarding the change of name of the Corporation, attached hereto, be and hereby is accepted;

RESOLVED, that Article 1 of the Articles of Incorporation of the Corporation be, and hereby is, amended in its entirety to read :

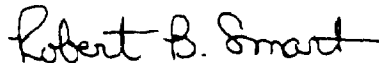
" Article 1.

The name of the Corporation is OPC DRIZO, INC. "

FURTHER RESOLVED, that this consent be filed with the minutes of the proceedings of the Shareholders' Meetings of the Corporation;

IN WITNESS WHEREOF, the undersigned being the sole Shareholder of the Corporation, hereby indicates in writing his approval of and consent to the foregoing action and resolutions, without a meeting, to be effective as of March 24, 1998.

FRAMATOME U.S.A., Inc.



By : Robert B. Smart  
President

~~CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF PROSER-PROCESSES AND SERVICES INC.~~

FILED  
In the Office of the  
Secretary of State of Texas  
MAY 01 1998  
Corporations Section

This Amendment was adopted by written consent of all the shareholders of Proser-Processes and Services Inc. on March 24, 1998, in accordance with article 9.10 of the Texas Business Corporation Act, and any written notice required by such article has been given.

This Amendment was adopted by a majority vote of the Board of Directors of Proser-Processes and Services Inc. on March 24, 1998 and no shares have been issued.

PROSER-PROCESSES AND SERVICES INC., a Texas corporation ("the Corporation"), hereby certifies as follows:


First: Article 1 of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

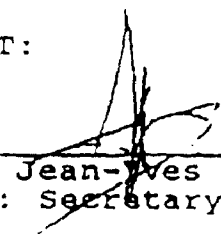
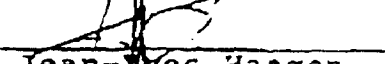
" ARTICLE 1.  
The name of the Corporation is OPC DRIZO, INC. "

Second: The Amendment to the Articles of Incorporation changing the name of the Corporation has been duly adopted by the Corporation's Shareholder, as of March 24, 1998, and the Board of Directors, as of March 24, 1998 in accordance with Articles 4.01-4.06 of the Texas Business Corporation Act governing amendments to the articles of incorporation of Texas business corporations.

Date: March 23, 1998

PROSER-PROCESSES AND SERVICES, INC.

By:   
Name: Madrice L. Waintraub  
Title: President

ATTEST:  
  
By:   
Name: Jean-Yves Haagen  
Title: Secretary