

07-11-2000

6.9.00

Docket No.:



TION FORM COVER SHEET
PATENTS ONLY

101400063

The Honorable Commissioner of Patents and Trademarks.

Please record the attached document or copy thereof.

1. Name of conveying party(ies): JUN -9 PM 12: 01

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

Boeing North American Inc. OPR/FINANCE

Name: The Boeing Company
Internal Address: P. O. Box 2515, D/676 110-WSB43
Seal Beach, CA 90740-1515
Street Address: 2201 Seal Beach Blvd.
Seal Beach, CA 90740

Additional name(s) of conveying party(ies) attached ()
yes (X) no

Additional name(s) and address(es) attached? () yes (X) no

3. Nature of Conveyance:

- () Assignment (X) Merger
- () Security Agreement () Name Change
- () Other

Execution Date: December 30, 1999

4. Application number(s) or patent Numbers: (See A. below)

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)

USSN 07/808,502; Filed: 12/17/91

Additional numbers attached () yes (X) no

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

Charles T. Silberberg
Intellectual Property Dept., D/676 110-WSB43
The Boeing Company
2201 Seal Beach Blvd.
Seal Beach, California 90740

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$40.00
() Enclosed (X) Authorized to be charged to deposit account

8. Deposit Account Number: 18-1730

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 or the original document. This statement shall not affect the recording of the attached documents or the rights and duties set forth in the recorded document.

Charles T. Silberberg
Name of Person Signing

Signature

6/5/00
Date

Total Number of pages including cover sheet, attachments and document: (4)

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

07/10/2000 DNGUYEN 00000196 181730 07808502

01 FC:581 40.00 CH

(merger.frm)

ASSISTANT COMMISSIONER FOR PATENTS
BOX ASSIGNMENTS
WASHINGTON, D.C. 20231

merger

State of Delaware
Office of the Secretary of State

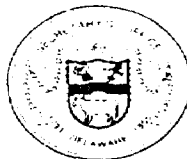
PAGE 1

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:

"BOEING NORTH AMERICAN, INC.", A DELAWARE CORPORATION, WITH AND INTO "THE BOEING COMPANY" UNDER THE NAME OF "THE BOEING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

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




Edward J. Freel, Secretary of State

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991567979

AUTHENTICATION: 0171563

DATE: 12-30-99

PATENT
REEL: 010897 FRAME: 0255

CERTIFICATE OF OWNERSHIP AND MERGER

OF

BOEING NORTH AMERICAN, INC.

WITH AND INTO

THE BOEING COMPANY

The Boeing Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, pursuant to section 253 of the General Corporation Law, DOES HEREBY CERTIFY THAT:

FIRST: The Boeing Company owns all of the outstanding shares of the stock of Boeing North American, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

SECOND: Pursuant to the resolutions set forth below, The Boeing Company hereby merges with and into itself Boeing North American, Inc., and assumes all of its obligations.

THIRD: The Board of Directors of The Boeing Company, at a meeting duly held on December 13, 1999, adopted the following resolutions:

RESOLVED, That effective December 31, 1999, The Boeing Company shall merge with and into itself Boeing North American, Inc. and Boeing Sunnyvale, Inc. and assume all of their obligations.

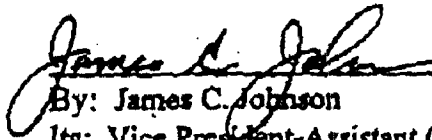
RESOLVED, That the Board of Directors of The Boeing Company may rescind the foregoing resolution at any time before the Certificates of Ownership and Merger filed with the Secretary of State of Delaware become effective, provided that if the Certificates of Ownership and Merger have been filed, Certificates of Termination of Merger shall be filed before the Certificates of Ownership and Merger become effective; and further

RESOLVED FURTHER, That each of the Corporate Secretary and Assistant General Counsel and the Vice President and General Counsel of The Boeing Company be, and they hereby are, authorized to execute Certificates of Ownership and Merger and such other documents, and to take such other actions, as may be necessary or desirable to carry out the intent of the foregoing resolutions."

FOURTH: this Certificate of Ownership and Merger shall become effective at midnight Eastern Standard Time on December 31, 1999.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed on this 30th day of December, 1999.

THE BOEING COMPANY



By: James C. Johnson

Its: Vice President-Assistant General Counsel
and Corporate Secretary