

FORM PTO-1595

(Rev. 6-93)

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

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REC

11-29-2000



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

## 1. Name of conveying party(ies):

Flowdata, Inc.

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

## 3. Nature of conveyance:

- ☐ Assignment ☒ Merger
- ☐ Security Agreement ☒ Change of Name
- ☐ Other \_\_\_\_\_

Execution Date: February 14, 2000

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

Name: FTI Flow Technology, Inc.

Internal Address: \_\_\_\_\_

Street Address: 160 Ben Burton Road

City: Bogart State: GA ZIP: 30622

Additional 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)

09/414,867

## B. Patent No.(s)

4,641,522	4,996,888	5,325,715
4,815,318	5,027,653	5,415,041
4,911,010	5,259,244	

Additional numbers attached? ☐ Yes ☒ No

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

Name: James C. Wray

Internal Address: \_\_\_\_\_

Street Address: 1493 Chain Bridge Road

Suite 300

City: McLean State: VA ZIP: 22101

## 6. Total number of applications and patents involved:

9

## 7. Total fee (37 CFR 3.41).....\$ 360.00

☒ Enclosed☐ Authorized to be charged to deposit account

## 8. Deposit account number:

02-3704

(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.

Julie H. Gamotis

Name of Person Signing

Signature

October 23, 2000

Date

Total number of pages including cover sheet, attachments, and document: 26

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



# The State of Texas

SECRETARY OF STATE

## CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

FTI FLOW TECHNOLOGY, INC.  
(an Arizona corporation)

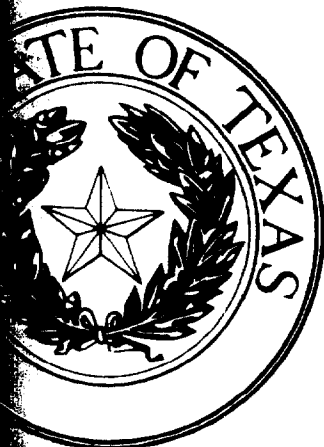
with

FLOWDATA, INC.  
(a Texas corporation)

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed FEBRUARY 14, 2000

Effective FEBRUARY 14, 2000 12:01 A.M.



Elton Bomer  
Secretary of State

PATENT  
REEL: 011260 FRAME: 0509

**ARTICLES OF MERGER**

**OF**

**FTI FLOW TECHNOLOGY, INC.**  
(an Arizona corporation)

**WITH AND INTO**

**FLOWDATA, INC.**  
(a Texas corporation)

**FILED**  
in the Office of the  
Secretary of State of Texas

**FEB 14 2000**

**Corporations Section**

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, as amended (the "TBCA"), these Articles of Merger are hereby submitted for the purposes of effecting the merger (the "Merger") of FTI Flow Technology, Inc., an Arizona corporation ("FTI Flow Technology"), with and into Flowdata, Inc., a Texas corporation ("Flowdata," collectively with FTI Flow Technology, the "Constituent Corporations"). The Constituent Corporations hereby certify the following:

1. The names of the Constituent Corporations and the state under the laws of which they are organized are:

<u>Name of Constituent Corporation</u>	<u>State</u>
FTI Flow Technology, Inc.	Arizona
Flowdata, Inc.	Texas

2. The Surviving Corporation shall be Flowdata, Inc., a Texas corporation (Surviving Corporation).

3. An Agreement and Plan of Merger, setting forth the terms and conditions of the merger (the "Plan"), has been approved, adopted, certified, executed and acknowledged by both Constituent Corporations and the Surviving Corporation in accordance with Section 10-1103 of the Business Corporation Act of the State of Arizona and Article 5.03 of the TBCA and otherwise in the manner prescribed by law.

4. The Articles of Incorporation of the Surviving Corporation as in effect prior to the Merger shall be the Articles of Incorporation of the Surviving Corporation.

5. The executed Plan is on file at the principal place of business of the Surviving Corporation, which is FTI Flow Technology, Inc., c/o Roper Industries, Inc., 160 Ben Burton Road, Bogart, Georgia 30622, and a copy of the Plan will be furnished by the Surviving Corporation, on written request and without cost, to any shareholder of either of the Constituent Corporations and

to any creditor or obligee of the parties to the Merger at the time of the Merger if such obligation is then outstanding.

6. As to FTI Flow Technology, the approval of whose stockholders is required to effect the Merger, there are outstanding 1000 shares of Common Stock. No other class or series of capital stock is outstanding. Only those outstanding shares of Common Stock of FTI Flow Technology were entitled to vote on the Plan.

7. As to Flowdata, the approval of whose shareholders is required to effect the Merger, there are outstanding 3,176,973 shares. No other class or series of capital stock is outstanding. Only those outstanding shares of Common Stock of the Surviving Corporation were entitled to vote on the Plan.

8. As to FTI Flow Technology, the number of shares of its Common Stock that voted for or against the Plan are as follows:

<u>Voted For</u>	<u>Voted Against</u>
1000	0

9. As to Flowdata, the number of shares of its Common Stock (not entitled to vote as a class) that voted for or against the Plan are as follows:

<u>Voted For</u>	<u>Voted Against</u>	<u>Abstaining</u>
2,811,405	0	365,568

10. As to FTI Flow Technology, the Plan and the performance of its terms were duly authorized by all action required by the laws of the State of Arizona and by its constituent documents.

11. As to Flowdata, the Plan and performance of its terms were duly authorized by all action required by the laws of the State of Texas and by its constituent documents.

12. All fees and franchise taxes of the Surviving Corporation have been paid as required by law. The Surviving Corporation will be responsible for the payment of all fees and franchise taxes of FTI Flow Technology, and the Surviving Corporation will be obligated to pay such fees and franchise taxes if the same are not timely paid.

13. The Merger shall be effective at 12:01 a.m., Texas time, on February 14, 2000.

IN WITNESS WHEREOF, each of the Constituent Corporations and the Surviving Corporation have caused these Articles of Merger to be executed by its duly authorized officer as of the 14 day of February, 2000.

CONSTITUENT CORPORATIONS:

FTI FLOW TECHNOLOGY, INC.

By *Shane L. Cronk*  
Printed Name: Shane L. Cronk  
Title: Assistant Secretary

FLOWDATA, INC.

By \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_


IN WITNESS WHEREOF, each of the Constituent Corporations and the Surviving Corporation have caused these Articles of Merger to be executed by its duly authorized officer as of the 14 day of February, 2000.

CONSTITUENT CORPORATIONS:

FTI FLOW TECHNOLOGY, INC.

By: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_

FLOWDATA, INC.

By:  \_\_\_\_\_  
Printed Name: T. M. Colman  
Title: Vice President & General Manager

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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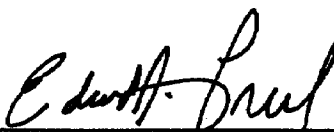
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FLOWDATA, INC.", A TEXAS CORPORATION,

WITH AND INTO "FTI FLOW TECHNOLOGY, INC." UNDER THE NAME OF "FTI FLOW TECHNOLOGY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

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



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

3217158 8100M

AUTHENTICATION: 0518596

001320056

DATE: 06-23-00

PATENT  
REEL: 011260 FRAME: 0514

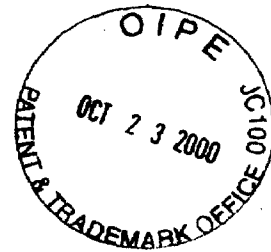
**CERTIFICATE OF MERGER**

**OF**

**FLOWDATA, INC.**  
**(a Texas corporation)**

**WITH AND INTO**

**FTI FLOW TECHNOLOGY, INC.**  
**(a Delaware corporation)**



FTI Flow Technology, Inc., a Delaware corporation, for the purpose of merging with Flowdata, Inc., a Texas corporation, pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

1. The constituent corporations participating in the merger herein certified are:
  - (i) FTI Flow Technology, Inc., a Delaware corporation; and
  - (ii) Flowdata, Inc., a Texas corporation.
2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of FTI Flow Technology, Inc. and Flowdata, Inc. in accordance with the provisions of Section 252 of the DGCL.
3. The surviving corporation in the merger herein certified is FTI Flow Technology, Inc. (the "Surviving Corporation").
4. The Certificate of Incorporation of FTI Flow Technology, Inc. shall continue to be the governing document of the Surviving Corporation.
5. The merger shall be effective upon filing.



6. The executed Merger Agreement between the aforesaid constituent corporations is on file at the principal place of business of the Surviving Corporation, the address of which is as follows:

c/o Roper Industries, Inc.  
160 Ben Burton Road  
Bogart, Georgia 30622

7. A copy of the Merger Agreement will be furnished by the Surviving Corporation on request and without cost, to any stockholder of either of the aforesaid constituent corporations.
8. The authorized capital stock of Flowdata, Inc., the constituent corporation which is not the Surviving Corporation nor a corporation of the State of Delaware, is 1,000 shares of common stock with a par value of \$.0012.

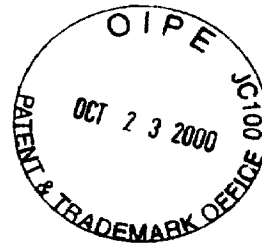
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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of this 21<sup>st</sup> day of June, 2000.

**FTI FLOW TECHNOLOGY, INC.**

By: M. S. Headley  
Martin S. Headley  
Vice President

## AGREEMENT AND PLAN OF MERGER



**THIS AGREEMENT AND PLAN OF MERGER** (the "Plan of Merger"), dated as of June 21, 2000, is by and among FTI Flow Technology, Inc., a Delaware corporation, and Flowdata, Inc., a Texas corporation (collectively, the "Constituent Corporations").

### RECITALS

The directors of the Constituent Corporations deem it advisable and to the advantage of the Constituent Corporations to merge according to the terms and conditions of this Plan.

### AGREEMENT

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The merging corporations are:
  - a. FTI Flow Technology, Inc., a Delaware corporation (the "Surviving Corporation"); and
  - b. Flowdata, Inc., a Texas corporation (the "Predecessor Corporation").
2. Terms and Conditions of the Merger.
  - a. Upon the filing of Articles of Merger with the Secretary of State of Texas pursuant to the laws of the State of Texas and the filing of a Certificate of Merger with the Secretary of State of Delaware pursuant to the laws of the State of Delaware (the time at which both such filings are completed shall be referred to herein as the "Effective Time"), the Predecessor Corporation shall be merged with and into the Surviving Corporation (the "Merger") and the existence of the Predecessor Corporation shall cease.
  - b. The Certificate of Incorporation of the Surviving Corporation as in effect prior to the Merger shall be the Certificate of Incorporation of the Surviving Corporation.
  - c. The bylaws of the Surviving Corporation at the Effective Time shall be the bylaws of the Surviving Corporation after the Merger. The directors and officers of the Surviving Corporation at the Effective Time shall be the directors and officers of the Surviving Corporation after the Merger, which persons shall hold office from the Effective Time until their respective successors are duly elected or appointed and qualify in the manner provided in the Certificate of Incorporation and bylaws of the Surviving Corporation or as otherwise provided by applicable law.
  - d. At the Effective Time, by virtue of the Merger, and without any further action on the part of the Constituent Corporations or their shareholders, each issued and outstanding share of capital stock of the Predecessor Corporation shall be converted into and become the right to

receive 0.999 fully paid and non-assessable shares of common stock of the Surviving Corporation, and upon such conversion, each such share of capital stock of the Predecessor Corporation shall be cancelled and cease to exist.

3. The Plan of Merger shall be submitted to the shareholders of the Predecessor Corporation and to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the laws of the jurisdiction of incorporation of the Surviving Corporation and the Predecessor Corporation, respectively.

4. In the event that the Plan of Merger is approved by the shareholders entitled to vote of the Predecessor Corporation in the manner prescribed by the laws of the State of Texas and by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the laws of the State of Delaware, the Predecessor Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Texas and the laws of the State of Delaware, and that they will cause to be performed all necessary acts to effectuate the merger.

5. The Board of Directors and the proper officers of the Predecessor Corporation and the Board of Directors and the proper officers of the Surviving Corporation, respectively, are authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

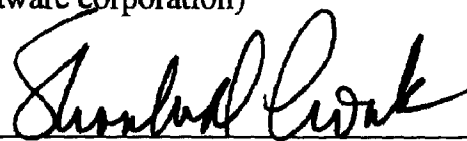
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IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger  
as of the date first above written.

FTI FLOW TECHNOLOGY, INC.

(a Delaware corporation)

By: \_\_\_\_\_



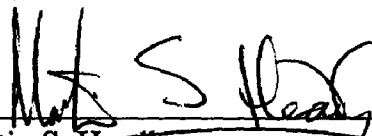
Shanler D. Cronk

Assistant Secretary

FLOWDATA, INC.

(a Texas corporation)

By: \_\_\_\_\_



Martin S. Headley

Vice-President

*State of Delaware*  
*Office of the Secretary of State*


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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 INCORPORATION OF "FTI FLOW TECHNOLOGY, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

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



  
Edward J. Freel, Secretary of State

3217158 8100

AUTHENTICATION: 0508560

001312056

DATE: 06-20-00

PATENT  
REEL: 011260 FRAME: 0521

**CERTIFICATE OF INCORPORATION  
OF  
FTI FLOW TECHNOLOGY, INC.**

1. The name of the corporation is FTI Flow Technology, Inc.
2. The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 1013 Center Road, City of Wilmington, 19805, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) at a par value of \$0.01 per share. All such shares are of one class and are shares of Common Stock.

5. The name and mailing address of the sole incorporator are as follows:

NAME	MAILING ADDRESS
Larry K. Christensen	160 Ben Burton Road Bogart, GA 30622

6. The name and mailing address of the initial directors of the corporation whom shall serve until the first annual meeting of stockholders or until his successor or successors are elected and qualified, is as follows:

NAME	MAILING ADDRESS
Larry K. Christensen	160 Ben Burton Road Bogart, GA 30622
Martin S. Headley	160 Ben Burton Road Bogart, GA 30622
A. Donald O'Steen	160 Ben Burton Road Bogart, GA 30622

7. The personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of § 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly has hereunto set my hand this 9<sup>th</sup> day of June, 2000.

  
Larry K. Christensen, Sole Incorporator



**ARTICLES OF AMENDMENT AND MERGER**

**OF**

**FTI FLOW TECHNOLOGY, INC.  
(an Arizona corporation)**

**WITH AND INTO**

**FLOWDATA, INC.  
(a Texas corporation)**

Pursuant to the provisions of Chapters 1 through 17 of Title 10, Arizona Revised Statutes, Flowdata, Inc., the surviving foreign corporation herein named, does hereby submit the following Articles of Amendment and Merger:

1. The names of the corporations that are parties to the merger are as follows:

(a) FTI Flow Technology, Inc., a corporation organized under the laws of the State of Arizona; and

(b) Flowdata, Inc., a corporation organized under the laws of the State of Texas.

2. The surviving corporation shall be Flowdata, Inc. (the "Surviving Corporation"), and the non-surviving corporation shall be FTI Flow Technology, Inc. (the "Non-Surviving Corporation"). The name of the Surviving Corporation shall be amended to be FTI Flow Technology, Inc.

3. The Articles of Incorporation of the Surviving Corporation are hereby amended as follows: Article One of the Articles of Incorporation is deleted in its entirety, and inserted in lieu thereof is a new Article One, as follows: "The name of the corporation is FTI Flow Technology, Inc."

4. The name and the address of the known place of business of the Surviving Corporation is:

FTI Flow Technology, Inc.  
c/o Roper Industries, Inc.  
160 Ben Burton Road  
Bogart, Georgia 30622

5. The Surviving Corporation Appoints the Arizona Corporation Commission its agent for service of process and the address to which the Commission may forward a copy of any process served on it against the Surviving Corporation is:

::ODMA\PCDOCS\ATL\364485\3

FTI Flow Technology, Inc.  
c/o Roper Industries, Inc.  
160 Ben Burton Road  
Bogart, Georgia 30622

6. With respect to the Non-Surviving Corporation, the designation, the number of outstanding shares, and the number of votes entitled to be cast by each voting group entitled to vote on the Plan of Merger, are as follows:

- (a) Designation of voting group: holders of the common stock.
- (b) Number of outstanding shares of the voting group: 1000 shares of common stock.
- (c) Number of votes of the voting group entitled to be cast by the voting group entitled to vote on the merger: 1000 votes.

7. With respect to the Non-Surviving Corporation, the total number of undisputed votes cast for the Plan of Merger by the voting group entitled to vote on the Plan of Merger is as follows:

- (a) Designation of voting group: holders of the Common Stock.
- (b) Number of undisputed votes of the voting group cast for the merger: 1000 votes.

The number of votes cast for the Plan of Merger was sufficient for the approval thereof by the voting group.

8. With respect to the Surviving Corporation, the designation, the number of outstanding shares, and the number of votes entitled to be cast by each voting group entitled to vote on the Plan of Merger, are as follows:

- (a) Designation of voting group: holders of the common stock.
- (b) Number of outstanding shares of the voting group: 3,176,973 shares of common stock.
- (c) Number of votes of the voting group entitled to be cast by the voting group entitled to vote on the merger: 3,176,973 votes.

9. With respect to the Surviving Corporation, the total number of undisputed votes cast for the Plan of Merger by the voting group entitled to vote on the Plan of Merger is as follows:

- (a) Designation of voting group: holders of the Common Stock
- (b) Number of undisputed votes of the voting group cast for the merger: 2,811,405 votes.

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The number of votes cast for the Plan of Merger was sufficient for the approval thereof by the voting group.

10. The effective time and date of the merger herein provided in the State of Arizona shall be at 12:01 am on February 11, 2000.

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Executed on February \_\_, 2000

**FLOWDATA, INC., a Texas Corporation**

By: 

Name: T.M. Gilmore

Title: Vice President Finance / Admin

**FTI FLOW TECHNOLOGY, INC.,  
an Arizona Corporation**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on February 11, 2000

**FLOWDATA, INC., a Texas Corporation**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**FTI FLOW TECHNOLOGY, INC.,  
an Arizona Corporation**

By: M. S. Headley  
Name: MARTIN S HEADLEY  
Title: VICE-PRESIDENT

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## PLAN OF MERGER

**THIS PLAN OF MERGER** (the "Plan"), dated as of February 11, 2000, is by and among FTI Flow Technology, Inc., an Arizona corporation, and Flowdata, Inc., a Texas corporation (collectively, the "Constituent Corporations").

### RECITALS

The directors of the Constituent Corporations deem it advisable and to the advantage of the Constituent Corporations to merge according to the terms and conditions of this Plan.

### AGREEMENT

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follow:

1. The merging corporations are:

- a. FTI Flow Technology, Inc., an Arizona corporation (the "Predecessor Corporation"); and
- b. Flowdata, Inc., a Texas corporation (the "Surviving Corporation").

2. Terms and Conditions of the Merger.

a. As of the Effective Date, as determined pursuant to A.R.S. §§ 10-1105 and the laws of the jurisdiction of incorporation of the Surviving Corporation, the Predecessor Corporation shall be merged (the "Merger") with and into the Surviving Corporation and the existence of the Predecessor Corporation shall cease.

b. The Articles of Incorporation of the Surviving Corporation as in effect prior to the Merger shall be the Articles of Incorporation of the Surviving Corporation, except that Article One, shall be deleted in its entirety, and inserted in lieu thereof shall be a new Article One, to read as follows at the effective time and date of the Merger:

"The name of the Corporation is FTI Flow Technology, Inc."

c. The bylaws of the Predecessor Corporation at the Effective Date shall be the bylaws of the Surviving Corporation after the Merger. The directors and officers of the Predecessor Corporation shall be the directors and officers of the Surviving Corporation, which persons shall hold office from the Effective Date until their respective successors are duly elected or appointed and qualify in the manner provided in the Articles of Incorporation of the Surviving Corporation and bylaws of the Predecessor Corporation or as otherwise provided by applicable law.

d. Upon the Effective Date, by virtue of the Merger, and without any further action on the part of the Constituent Corporations or their shareholders, each share of capital stock of the Surviving Corporation that is held in the treasury of the Surviving Corporation, if any, shall be cancelled and retired and cease to exist and each issued and outstanding share of capital stock of the Surviving Corporation shall be converted into a right to receive an aggregate consideration of \$4,756,000, and each issued and outstanding share of capital stock of the Predecessor Corporation shall be converted into and become one fully paid and non-assessable share of common stock of the Surviving Corporation.

3. The Plan of Merger shall be submitted to the shareholders of the Predecessor Corporation and to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of Chapters 1 through 17 of Title 10, Arizona Revised Statutes and the provisions of the laws of the jurisdiction of incorporation of the Surviving Corporation, respectively.

4. In the event that the Plan of Merger is approved by the shareholders entitled to vote of the Predecessor Corporation in the manner prescribed by Chapters 1 through 17 of Title 10, Arizona Revised Statutes and by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the laws of the jurisdiction of its incorporation, the Predecessor Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Arizona and the laws of the jurisdiction of incorporation of the Surviving Corporation, and that they will cause to be performed all necessary acts to effectuate the merger.

5. The Board of Directors and the proper officers of the Predecessor Corporation and the Board of Directors and the proper officers of the Surviving Corporation, respectively, are authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.


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IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first above written.

**FTI FLOW TECHNOLOGY, INC.**  
an Arizona corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**FLOWDATA, INC.**  
a Texas corporation

By:  \_\_\_\_\_  
Name: Tom G. Hume  
Title: Vice President Finance / Admin



IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first above written.

**FTI FLOW TECHNOLOGY, INC.**  
an Arizona corporation

By: Martin S. HerleyName: MARTIN S. HERLEYTitle: VICE-PRESIDENT

**FLOWDATA, INC.**  
a Texas corporation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

IRREVOCABLE APPOINTMENT

FLOWDATA, INC.  
a Texas corporation

HEREBY IRREVOCABLY APPOINTS THE ARIZONA CORPORATION COMMISSION AS ITS AGENT TO ACCEPT SERVICE OF PROCESS IN ANY SUCH PROCEEDING. THE ADDRESS TO WHICH THE COMMISSION MAY MAIL A COPY OF ANY PROCESS THAT MAY BE SERVED ON IT IS:

FTI Flow Technology, Inc.  
c/o Roper Industries, Inc.  
160 Ben Burton Road  
Bogart, Georgia 30622

Dated effective February \_\_\_\_\_, 2000.

FLOWDATA, INC.

By: 

Name: T. M. G. G. G.

Title: Vice President Finance / Admin

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