

04-03-2001

U.S. Department of Commerce
Patent and Trademark Office
Attorney Docket No. 02009.0254
Attorney Customer Number: 22,852To the Honorable Commissioner of Patents
Please record the attached original document

101656187

TN. BOX ASSIGNMENTS

1. Name of conveying party(ies):
Reticon Corporation

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

Name: EG&G Holdings, Inc.

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

Internal Address:

3. Nature of conveyance:

Street Address: 45 William Street

☐ Assignment ☒ Merger

City: Wellesley

☐ Security Agreement ☐ Change of Name

State: MA Zip Code: 02481

☐ Other:

Additional name(s) & Address(es) attached?

Execution Date: July 26, 1998

☐ 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:

A. Patent Application Number(s):

B. Patent Number(s):

5,986,510

Additional numbers attached?

☐ Yes ☒ No

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

Name: Leslie I. Bookoff

6. Total number of applications and registrations involved:
One (1)

7. Total fee (37 CFR 3.41): \$40

☒ Enclosed (Please charge deficiency to deposit account)☐ Authorized to be charged to deposit account

Internal Address: FINNEGAN, HENDERSON, FARABOW, GARRETT & DUNNER, L.L.P.

Street Address: 1300 I Street, N.W.

City: Washington

State: D.C. Zip: 20005-3315

8. Deposit Account No.: 06-0916

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.

Leslie I. Bookoff, Reg. No. 38,084

Signature

Date

Total number of pages, including cover sheet, attachments and documents: 12

04/02/2001 AAHMED1 00000395 5986510

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40.00 DP

PATENT
REEL: 011627 FRAME: 0360

The Commonwealth of Massachusetts

Examiner

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

052

ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 79)

*Consolidation / *merger of

M Reticon Corporation not Reg'd:

3) EG&G HOLDINGS, INC.

RECEIVED
JUL 27 1998
SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

the constituent corporations, into

9 EG&G Holdings, Inc.

*a new corporation / *one of the constituent corporations organized under the laws of: Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of *consolidation / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The *resulting / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the *consolidation / *merger determined pursuant to the agreement of *consolidation / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing:

Close of business July 26, 1998

3. (For a merger)

**The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

None

(For a consolidation)

(a) The purpose of the resulting corporation is to engage in the following business activities:

C ☐
P ☐
M ☐
R.A. ☐

*Delete the inapplicable words.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

******(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

******(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

******(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not* a *permanent* part of the Articles of Organization of the ~~*resulting~~ / *surviving corporation.

(a) The street address of the ~~*resulting~~ / *surviving corporation *in Massachusetts* is: *(post office boxes are not acceptable)*
45 William Street, Wellesley, MA 02481

*******If there are no provisions state "None".*

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Gregory L. Summe	c/o EG&G, Inc., 45 William St., Wellesley, MA 02481	
Treasurer:	Daniel T. Heaney	10 Hillcrest Road, Reading, MA 01867	
Clerk:	Philip Ayers	5 Acorn Circle, Medfield, MA 02052	
Directors:	Murray Gross	9 Eliot Lane, Weston, MA 02493	
	Philip Ayers	5 Acorn Circle, Medfield, MA 0202	
	John F. AlexanderII	16 Liberty Drive, Southboro, MA 01772	

V. J. William C Sullivan: 11 Crest Drive, Dover, MA 02030

(c) The fiscal year end (i.e. tax year) of the ~~resulting~~ / *surviving corporation shall end on the last day of the month of: December

(d) The name and business address of the resident agent, if any, of the ~~resulting~~ / *surviving corporation is:
CT Corporation System, 2 Oliver Street, Boston, MA 02109

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

~~5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.~~

FOR MASSACHUSETTS CORPORATIONS

The undersigned ~~XXXXXXXX~~ *President / *Vice President and *Clerk / ~~XXXXXXXXXXXX~~ *Assistant Clerk of EG&G Holdings, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

V. William C Sullivan, ~~XXXXXXXX~~ *President / *Vice President

Philip Ayers, *Clerk / ~~XXXXXXXXXXXX~~ *Assistant Clerk

✓ FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Andres Buser, Vice President and †† Philip Ayers, Secretary, of Reticon Corporation, a corporation organized under the laws of California, further state under the penalties of perjury that the agreement of ~~consolidation~~ /

*merger has been duly adopted by such corporation in the manner required by the laws of California.

(see attached sheet for signatures)

*Delete the inapplicable words.

†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† _____

†† _____

(b) The name, residential address and post office address of each director and officer of the "resulting" / "surviving" corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Gregory L. Summe	c/o EG&G, Inc., 45 William St., Wellesley, MA 02481	
Treasurer:	Daniel T. Heaney	10 Hillcrest Road, Reading, MA 01867	
Clerk:	Philip Ayers	5 Acorn Circle, Medfield, MA 02052	
Directors:	Murray Gross	9 Eliot Lane, Weston, MA 02493	
	Philip Ayers	5 Acorn Circle, Medfield, MA 0202	
	John F. Alexander II	16 Liberty Drive, Southboro, MA 01772	
	William C. Sullivan (VP)	11 Crest Drive, Dover, MA 02030	

(c) The fiscal year end (i.e. tax year) of the "resulting" / "surviving" corporation shall end on the last day of the month of:

December

(d) The name and business address of the resident agent, if any, of the "resulting" / "surviving" corporation is:

CT Corporation System, 2 Oliver Street, Boston, MA 02109

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The "resulting" / "surviving" corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the "resulting" / "surviving" corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned ~~XXXXXX~~ President / Vice President and Clerk / ~~XXXXXXXXXX~~ Assistant Clerk of EG&G Holdings, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of "consolidation" / "merger" has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

William C. Sullivan, ~~XXXXXX~~ / Vice President

Philip Ayers, Clerk / ~~XXXXXXXXXX~~ Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Andres Buser, Vice President and †† Philip Ayers, Secretary of Reticon Corporation, a corporation organized under the laws of California, further state under the penalties of perjury that the agreement of ~~XXXXXXXXXX~~ / "merger" has been duly adopted by such corporation in the manner required by the laws of California.

*Delete the inapplicable words.

†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Andres Buser

†† Philip Ayers

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER, dated as of July 26, 1998, pursuant to Section 1101 of the California Corporations Code, by and between EG&G Holdings, Inc., a Massachusetts corporation, and Reticon Corporation, a California corporation;

WITNESSETH THAT:

WHEREAS: EG&G, Holdings Inc., is a Massachusetts corporation which is a wholly owned subsidiary of EG&G, Inc.

WHEREAS: Reticon Corporation., is a California corporation which is also a wholly owned subsidiary of EG&G, Inc.

WHEREAS: The constituent corporations desire to merge into a single corporation, EG&G, Holdings Inc.

NOW, THEREFORE, the corporations which are party to this Agreement of Merger, in consideration of the mutual covenants, agreements and provisions set forth, do hereby prescribe the terms and conditions of said merger as follows:

FIRST: EG&G Holdings, Inc. does hereby merge into itself Reticon Corporation and EG&G Holdings, Inc. shall be the surviving corporation.

SECOND: That the Articles of Organization of EG&G Holdings, Inc. in effect on the effective date of the merger shall continue in full force and effect as the Articles of Organization of the surviving corporation and will not be modified as a result of the merger.

THIRD: All outstanding shares of the surviving corporation, EG&G Holdings, Inc., shall remain outstanding. The outstanding shares of Reticon Corporation shall be canceled and no shares of the surviving corporation shall be issued in exchange therefor.

FOURTH: Additional terms and conditions of the merger are as follows:

- a) The By-Laws of EG&G Holdings, Inc., as they exist on the effective date of the merger, shall remain in full force and effect as the By-Laws of the surviving corporation.
- b) The Directors and the officers of the surviving corporation shall continue in office until the next Annual Meeting of the stockholders and until their respective successors shall have been elected and qualified.
- c) This merger shall be come effective upon the close of business on July 26, 1998.
- d) Upon the effective date of the merger, all of the property and assets, tangible and intangible and wherever situated, of Reticon Corporation

shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed. The merged corporation agrees, as and when requested by the surviving corporation or by its successors and assigns, to take or cause to be taken such action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger and otherwise to carry out the intent and purposes of this Agreement of Merger, and the proper officers and Directors of the merged corporation and the surviving corporation are fully authorized to take any and all such actions.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed as the respective act, deed and agreement of each corporation on July 26, 1998.

Reticon Corporation

By: 

Christopher Raanes
President

Reticon Corporation

By: 

Philip Ayers
Secretary

EG&G Holdings, Inc.

By: 

Philip Ayers
Vice President and Clerk

EG&G Holdings, Inc.

By: 

William C. Sullivan
Vice President and Assistant Clerk

SECRETARY'S CERTIFICATE

I, Philip Ayers, Secretary of Reticon Corporation, a corporation organized and existing under the laws of the State of California, hereby certify that the Board of Directors of said corporation unanimously consented to the adoption of the following resolutions:

RESOLVED: That this Corporation merge into EG&G Holdings, Inc., a wholly owned subsidiary of its ultimate parent Corporation, EG&G, Inc. pursuant to the terms and conditions of the Agreement of Merger a copy of which is annexed hereto and made a part hereof.

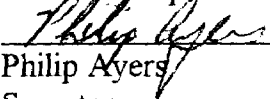
FURTHER RESOLVED: That this merger become effective as of the close of business July 26, 1998.

FURTHER RESOLVED: That the officers of this Corporation are hereby authorized, in the name and on behalf of this Corporation to prepare, execute and deliver such documents and instruments in order to accomplish the merger of this Corporation into EG&G Holdings, Inc. as they, in their sole discretion may determine to be necessary or desirable.

I further certify that the foregoing resolutions have not since been altered or amended and that EG&G, Inc. as sole stockholder of Reticon Corporation, has voted all of its shares in its subsidiary in favor of such merger.

IN WITNESS WHEREOF, I have hereunto set my hand and caused to be affixed hereto the corporate seal of Reticon Corporation as of July 20, 1998.

Reticon Corporation


Philip Ayers
Secretary

CLERK'S CERTIFICATE

I, Philip Ayers, Clerk of EG&G Holdings, Inc., a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts, do hereby certify that the following is a true and correct copy of the resolutions of the Board of Directors adopted on July 20, 1998:

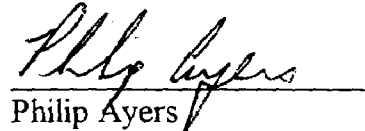
RESOLVED: That this Corporation merge into itself Reticon Corporation which is a wholly owned subsidiary of its ultimate parent Corporation, EG&G, Inc. pursuant to the terms and conditions of the Agreement of Merger a copy of which is annexed hereto and made a part hereof.

FURTHER RESOLVED: That this merger become effective as of the close of business July 26, 1998.

FURTHER RESOLVED: That the officers of this Corporation are hereby authorized, in the name and on behalf of this Corporation to prepare, execute and deliver such documents and instruments in order to accomplish the merger of Reticon Corporation into this Corporation as they, in their sole discretion may determine to be necessary or desirable.

I further certify that the foregoing resolutions have not since been altered or amended and that EG&G, Inc. as sole stockholder of EG&G Holdings, Inc., has voted all of its shares in its subsidiary in favor of such merger.

IN WITNESS WHEREOF: I have hereunto set my hand and the seal of this Corporation as of July 20, 1998.


Philip Ayers
Clerk

RETICON CORPORATION
ACTION BY CONSENT
In lieu of a Special Meeting of the Board of Directors

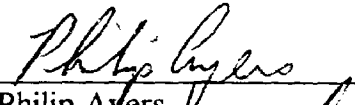
Pursuant to the Corporations Code of the State of California, as amended, and the By-Laws of this Corporation, we, the undersigned, being all of the directors of Reticon Corporation, a California corporation, do hereby consent to the adoption of the following resolutions, which shall constitute for all purposes votes taken at a Special Meeting of the Board of Directors:

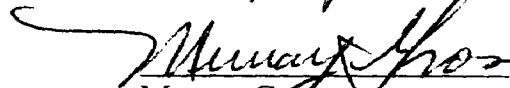
RESOLVED: That this Corporation merge into EG&G Holdings, Inc., a wholly owned subsidiary of its ultimate parent Corporation, EG&G, Inc. pursuant to the terms and conditions of the Agreement of Merger a copy of which is annexed hereto and made a part hereof.


FURTHER RESOLVED: That this merger become effective as of the close of business July 26, 1998.

FURTHER RESOLVED: That the officers of this Corporation are hereby authorized, in the name and on behalf of this Corporation to prepare, execute and deliver such documents and instruments in order to accomplish the merger of this Corporation into EG&G Holdings, Inc. as they, in their sole discretion may determine to be necessary or desirable.

IN WITNESS WHEREOF: We have hereunto set our hands and the seal of this Corporation as of July 20, 1998.


Philip Ayers


Murray Gross


John F. Alexander, II

EG&G HOLDINGS, INC.

Action by Consent of the Sole Stockholder
In Lieu of a Special Meeting

Pursuant to the law of the Commonwealth of Massachusetts and the By-Laws of this Corporation, EG&G, Inc., a corporation organized under the laws of the Commonwealth of Massachusetts, being the sole stockholder of EG&G Holdings, Inc. does hereby consent to the adoption of the following resolutions, which consent shall be treated for all purposes as a unanimous vote taken at a meeting:

RESOLVED: That this Corporation merge into itself Reticon Corporation which is a wholly owned subsidiary of its ultimate parent Corporation, EG&G, Inc. pursuant to the terms and conditions of the Agreement of Merger a copy of which is annexed hereto and made a part hereof.

FURTHER RESOLVED: That this merger become effective as of the close of business July 26, 1998.

FURTHER RESOLVED: That the officers of this Corporation are hereby authorized, in the name and on behalf of this Corporation to prepare, execute and deliver such documents and instruments in order to accomplish the merger of Reticon Corporation into this Corporation as they, in their sole discretion may determine to be necessary or desirable.

IN WITNESS WHEREOF, EG&G, Inc. the sole stockholder of EG&G Holdings, Inc. by its authorized officer, hereby executes this Action by Consent as of July 20, 1998.

EG&G, Inc.

By: 

Daniel T. Heaney
Treasurer

EG&G HOLDINGS, INC.
ACTION BY CONSENT
In lieu of a Special Meeting of the Board of Directors

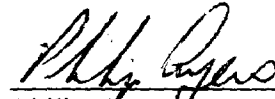
Pursuant to the laws of the Commonwealth of Massachusetts and the By-Laws of this Corporation, we, the undersigned, being all of the Directors of EG&G Holdings, Inc., hereby unanimously consent to the adoption of the following resolutions:

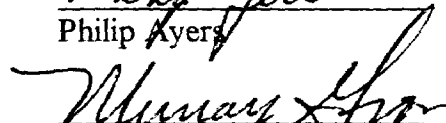
RESOLVED: That this Corporation merge into itself Reticon Corporation which is a wholly owned subsidiary of its ultimate parent Corporation, EG&G, Inc. pursuant to the terms and conditions of the Agreement of Merger a copy of which is annexed hereto and made a part hereof.

FURTHER RESOLVED: That this merger become effective as of the close of business July 26, 1998.

FURTHER RESOLVED: That the officers of this Corporation are hereby authorized, in the name and on behalf of this Corporation to prepare, execute and deliver such documents and instruments in order to accomplish the merger of Reticon Corporation into this Corporation as they, in their sole discretion may determine to be necessary or desirable.

IN WITNESS WHEREOF: We have hereunto set our hands and the seal of this Corporation as of July 20, 1998.


Philip Ayers


Murray Gross


John F. Alexander, II