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RECORDATION FORM COVER SHEET PATENTS ONLY

Docket No.: 3618.0015-000

To the Director of the U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)

Stadler Corp.
3 Alfred Circle
Bedford, Massachusetts 01730

2. Name and address of receiving party(ies)

Name: Stadler Viega LLC

Internal Address: _____

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name

☒ Other Action by Unanimous Consent of the Sole Shareholder and the Board of Directors of Stadler Corp.

Street Address: 3 Alfred CircleCity: Bedford State: MA ZIP: 01730Additional name(s) & address(es) attached? ☐ Yes ☒ NoExecution Date: October 18, 1999

4. Application number(s) or patent number(s):

A. Patent Application No.(s)

B. Patent No.(s)

5,590,832

5,119,988

5,209,401

6,299,071

5,556,027

Additional numbers attached? ☐ Yes ☒ No

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

Name: James M. Smith

Internal Address: _____

Hamilton, Brook, Smith & Reynolds, P.C.Street Address: 530 Virginia Road, P.O. Box 9133City: Concord State: MA ZIP: 01742-91336. Total number of applications and patents involved: [5]7. Total Fee (37 C.F.R. 3.41)..... \$ 200.00☐ Enclosed☒ Authorized to charge any deficiencies or credit any overpayment to deposit account number 08-0380☒ Authorization to charge deposit account number 08-0380

Attach a copy of this page if paying by deposit account and filing via mail.
Do not attach a copy of this page if paying by deposit account and filing via facsimile.

DO NOT USE THIS SPACE

8. 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.

Darrell Wong

Name of Person Signing

[Signature]

Signature

8/13/2004

Date

Total number of pages including cover sheet, attachments, and document: [5]

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PATENT
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ACTION BY UNANIMOUS CONSENT OF
THE SOLE SHAREHOLDER AND
THE BOARD OF DIRECTORS OF
STADLER CORP.

The undersigned hereby certify as follows:

1. They are the sole shareholder and all the members of the Board of Directors of Stadler Corp., a Massachusetts corporation (hereinafter called the "Company"), entitled to vote with respect to the subject matter hereof.
2. The following resolutions are consented to by the undersigned as such shareholder and directors as and for their unanimous act and the act of the Company in accordance with the Massachusetts Business Corporation Law:

RESOLVED, that Frank Bailor be and hereby is appointed to the office of Chairman of the Board of the Company, and that Joachim R. Fiedrich be and hereby is ratified and affirmed as President of the Company, each to serve in such capacity until his respective successor shall have been appointed by the Board of Directors;

FURTHER RESOLVED, that the Company cause a limited liability company (the "LLC") to be formed under the laws of the state of Delaware having the name of Stadler Viega LLC;

FURTHER RESOLVED, that the Company enter into a Limited Liability Company Agreement with respect to the LLC substantially in the form presented to the sole shareholder and directors with this certificate;

FURTHER RESOLVED, that the Company transfer substantially all of its assets to the LLC, that the LLC assume all liabilities of the Company, and that the Company initially become the sole member of the LLC, all as contemplated by the Limited Liability Company Agreement;

FURTHER RESOLVED, that the Company sell to Viega N.A., Inc., a Delaware corporation, one half of the member interests in the LLC pursuant to the terms of an Interest Purchase Agreement substantially in the form presented to the sole shareholder and directors with this certificate;

FURTHER RESOLVED, that the two individuals designated by the Company to serve on the board of managers of the LLC at the first meeting of the members of the LLC shall be Frank Bailor and Joseph Pauley, and that they shall serve in such capacity until their resignation or until their successors shall be designated by the directors of the Company and the board of managers of the LLC is notified thereof;

FURTHER RESOLVED, that Frank Bailor be and hereby is designated and appointed as attorney-in-fact and proxy to represent the Company in all

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FAX NO.

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respects as a member in the LLC including, without limitation, the voting of the Company's member interests in the LLC, the execution and delivery of any and all waivers, consents and other instruments which may be executed and delivered by the Company as a member of the LLC, and the taking of any and all other actions as a member in the LLC, and that Mr. Bailey shall serve in such capacity until his resignation or until his successor shall be designated by the directors of the Company and the board of managers of the LLC is notified thereof; and

FURTHER RESOLVED, that the officers of the Company, and each of them, be and they hereby are authorized and directed to take any and all actions, and execute and deliver in the name and on behalf of the Company any and all instruments, as may be necessary or convenient to carry out and effectuate the intents and purposes of the foregoing resolutions.

3. This certificate shall be deemed to be fully executed and delivered when each of the undersigned has executed at least one counterpart, but not necessarily the same counterpart. Hereof. A manually-executed counterpart transmitted and delivered by facsimile shall have the same effect for all purposes as delivery of a manually executed counterpart. A copy of this certificate shall filed both with the records of meetings of the shareholders of the Company and the records of meetings of directors of the Company.

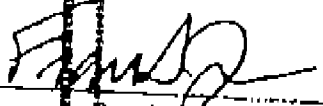
4. This certificate shall be effective as of October __, 1999.

SOLE SHAREHOLDER:

HOT WATER SYSTEMS
NORTH AMERICA, INC.By: 

Frank Bailor, President

DIRECTORS OF STADLER CORP.:



Frank Bailor

Ian Bailey

Joachim R. Fiedrich

OCT-19-1999 11:03

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By: Updonor North America;

FROM :

PHONE NO. :

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all respects as a member in the LLC including, without limitation, the voting of the Company's member interests in the LLC, the execution and delivery of any and all waivers, consents and other instruments which may be executed and delivered by the Company as a member of the LLC, and the taking of any and all other actions as a member in the LLC, and that Mr. Bailor shall serve in such capacity until his resignation or until his successor shall be designated by the directors of the Company and the board of managers of the LLC is notified thereof; and

FURTHER RESOLVED, that the officers of the Company, and each of them, be and they hereby are authorized and directed to take any and all actions, and execute and deliver in the name and on behalf of the Company any and all instruments, as may be necessary or convenient to carry out and effectuate the intents and purposes of the foregoing resolutions.

3. This certificate shall be deemed to be fully executed and delivered when each of the undersigned has executed at least one counterpart, but not necessarily the same counterpart, hereof. A manually-executed counterpart transmitted and delivered by facsimile shall have the same effect for all purposes as delivery of a manually executed counterpart. A copy of this certificate shall be filed both with the records of meetings of the shareholders of the Company and the records of meetings of directors of the Company.

4. This certificate shall be effective as of October 18 1999.

SOLE SHAREHOLDER:

HOT WATER SYSTEMS
NORTH AMERICA, INC.

By:

Frank Bailor, President

DIRECTORS OF STADLER CORP.:

Frank Bailor

Ian Bailey

Jachim R. Fiedrich

OCT-19-1999 11:48

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Page 2/2

respect as a member in the LLC including, without limitation, the voting of the Company's member interests in the LLC, the execution and delivery of any and all waivers, consents and other instruments which may be executed and delivered by the Company as a member of the LLC, and the taking of any and all other actions as a member in the LLC, and that Mr. Bailor shall serve in such capacity until his resignation or until his successor shall be designated by the directors of the Company and the board of managers of the LLC is notified thereof; and

FURTHER RESOLVED, that the officers of the Company, and each of them, be and they hereby are authorized and directed to take any and all actions and execute and deliver in the name and on behalf of the Company any and all instruments, as may be necessary or convenient to carry out and effectuate the intents and purposes of the foregoing resolutions.

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4. This certificate shall be effective as of October __, 1999.

SOLE SHAREHOLDER:

HOT WATER SYSTEMS
NORTH AMERICA, INC.

By:

Frank Bailor, President

DIRECTORS OF STADLER CORP.:

Frank Bailor

Lachim R. Fiedrich


Ian Bailey

101-346373-2

RECORDED: 08/13/2004

PATENT
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