

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/22/1994
CONVEYING PARTY DATA	
Name	Execution Date
Lambda Qualidyne Inc.	12/22/1994
RECEIVING PARTY DATA	
Name:	Lambda Holdings Inc.
Street Address:	8609 6 Forks Road
City:	Raleigh
State/Country:	NORTH CAROLINA
Postal Code:	27615
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5461301
CORRESPONDENCE DATA	
Fax Number:	(212)310-8007
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	orijan.gitig@weil.com, phyllis.eremitaggio@weil.com
Correspondent Name:	Weil, Gotshal & Manges c/o Oriyan Gitig
Address Line 1:	767 5th Avenue
Address Line 4:	New York, NEW YORK 10153
NAME OF SUBMITTER:	Oriyan Gitig
Total Attachments: 6 source=Lambda Qualidyne-Lambda Holdings Pat#page1.tif source=Lambda Qualidyne-Lambda Holdings Pat#page2.tif source=Lambda Qualidyne-Lambda Holdings Pat#page3.tif source=Lambda Qualidyne-Lambda Holdings Pat#page4.tif source=Lambda Qualidyne-Lambda Holdings Pat#page5.tif source=Lambda Qualidyne-Lambda Holdings Pat#page6.tif	

CH \$40.00 5461301

PATENT

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REEL: 016105 FRAME: 0699

State of New York }
Department of State } ss:

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on DEC 27 1994


Secretary of State

DOS-200 (12/87)

F 941227000196

PH-32

CERTIFICATE OF MERGER
of
LAMBDA QUALIDYNE INC.
a California Corporation
into
LAMBDA HOLDINGS INC.
a New York Corporation

PH-32

(Under Section 904 of the New York Business Corporation Law)

It is hereby certified, on behalf of each of the corporations herein named, as follows:

FIRST: The name of the domestic constituent corporation, which is to be the surviving corporation (the "surviving corporation"), is Lambda Holdings Inc. and the name under which it was formed is Vacuum-Electronic Mfg. Corp. The date upon which its certificate of incorporation was filed by the Department of State is October 5, 1951.

SECOND: The name of the foreign corporation to be merged into the surviving corporation (the "merged corporation"), is Lambda Qualidyne Inc. and the name under which it was formed is "Qualidyne Systems, Inc." The jurisdiction of its incorporation is California; and the date of its incorporation therein is May 5, 1976. No Application for Authority in the State of New York for the merged corporation to transact business as a foreign corporation therein has been filed with the Department of State of the State of New York.

THIRD: The laws of the jurisdiction of incorporation of the merged corporation permit a merger of the kind certified herein.

FOURTH: The Board of Directors of Lambda Holdings Inc., the surviving corporation, and the Board of Directors of Lambda Qualidyne Inc., the merged corporation, have duly adopted a Plan of Merger setting forth the terms and conditions of the merger of the merged corporation into the surviving corporation.

FIFTH: Lambda Holdings Inc. has authorized 500 shares, \$1.00 par value, all of one class, of which ten shares are outstanding, all of which are owned by the common parent of both constituent corporations.


Lambda Qualidyne Inc. has authorized 5,000,000 shares, all of one class, of which 4,196,109 shares are outstanding, all of which are owned by the common parent of both constituent corporations.

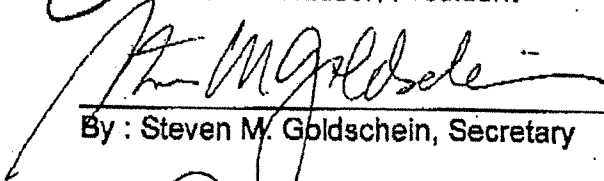
SIXTH: The merger herein certified has been authorized by the adoption of a plan of merger by the Board of Directors and then by the sole Shareholder of the surviving corporation hereunder in accordance with the laws of the State of New York, and in accordance with the laws of the jurisdiction of incorporation of the merged corporation.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by us and are true and correct.

Dated December 22, 1994

LAMBDA HOLDINGS INC.


By: Joshua A. Hauser, President


By: Steven M. Goldschein, Secretary

LAMBDA QUALIDYNE INC.


By: Irving Gutman, President


By: Michael J. Spiller, Assistant Secretary

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TOTAL P.004

PATENT
REEL: 016105 FRAME: 0702

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DEC 27 11 09 PM '94

PH-32

CERTIFICATE OF MERGER

OF

PH-32

LAMBDA QUALIDYNE INC.

INTO

LAMBDA HOLDINGS INC.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 27, 1994

TAX \$

BY:

SAC

Suffolk

(Under Section 904 of the Business Corporation Law)

RECEIVED

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SAC

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DEC 21 11 13 AM '94

Lambda Electronics Inc.
515 Broad Hollow Road
Melville, New York 11747

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941 227 000 219

DEC 21 94 14:00 NO.015 R.05

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10-212-010-1015

PATENT

REEL: 016105 FRAME: 0703

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

162 WASHINGTON AVENUE
ALBANY, NY 12231

FILING RECEIPT

ENTITY NAME : LAMBDA HOLDINGS INC.

DOCUMENT TYPE : MERGER (DOM. BUSINESS)

COUNTY: SUFF

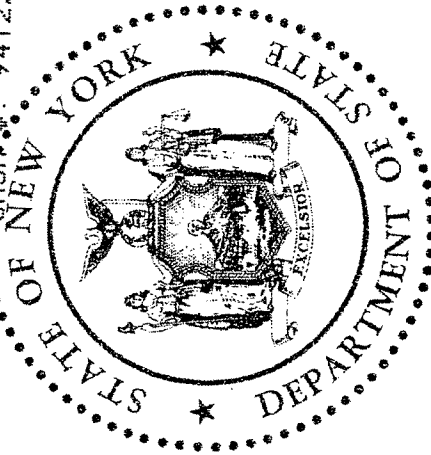
SERVICE COMPANY : PRENTICE-HALL CORPORATION SYSTEM, INC.

SERVICE CODE: 32

CONSTITUENT NAME: LAMBDA QUALIDYNE INC.

FILED: 12/27/1994 DURATION: ***** CASH #: 941227000219 FILM #: 941227000196

ADDRESS FOR PROCESS



REGISTERED AGENT

FILER

LAMBDA ELECTRONICS INC.
515 BROAD HOLLOW ROAD

MELVILLE, NY 11747

FEES

FILING :
TAX :
CERT :
COPIES :
HANDLING:

95.00

60.00
0.00
0.00
10.00
25.00

PAYMENTS

CASH :
CHECK :
BILLED:

95.00
0.00
0.00
95.00

REFUND:

0.00

DOS-1025 (11/89)

PATENT

REEL: 016105 FRAME: 0704

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

162 WASHINGTON AVENUE
ALBANY, NY 12231

RECEIPT

ENTITY NAME : LAMBDA HOLDINGS INC.

DOCUMENT TYPE : MERGER (DOM. BUSINESS)

COUNTY: SUFF

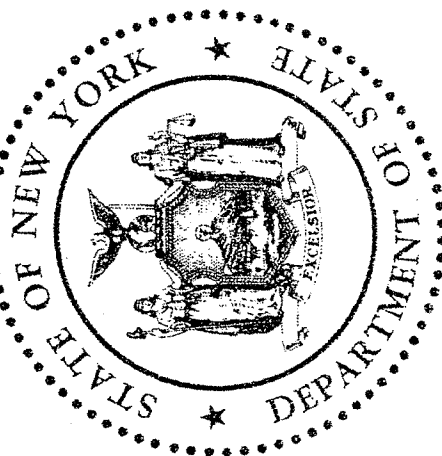
SERVICE COMPANY : PRENTICE-HALL CORPORATION SYSTEM, INC.

SERVICE CODE: 32

CONSTITUENT NAME: (ET AL)

FILED: 12/22/1994 DURATION: ***** CASH #: 941222000275 FILM #:

ADDRESS FOR PROCESS



REGISTERED AGENT

FILER

LAMBDA ELECTRONICS INC.
515 BROAD HOLLOW ROAD

MELVILLE, NY 11747

FEES

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PAYMENTS

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DOS-1025 (11/89)