

10/26/05

10-31-2005



To the Director of the U.S. Patent and Trademark Office

Print or the new address(es) below:

103109780

1. Name of conveying party(ies)/Execution Date(s):

FEI Products, Inc.

Execution Date(s) November 15, 2002

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other

2. Name and Address of receiving party(ies)

Name: FEI Products, LLC

Internal Address: _____

Street Address: 825 Wurlitzer Drive

City: North Tonawanda

State: NY

Country: USA Zip: 14120

Additional name(s) & address(es) attached? Yes No

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

A. Patent Application No(s).

This document is being filed together with a new application

B. Patent No(s).

5842474

Additional numbers attached? Yes No

OFFICE OF PATENT RECORDS
2005 OCT 26 AM 8:05
FINANCIAL SECTION

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

Bruce J. Goldner, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
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New York, New York 10036
Tel: (212) 735-3000
Fax: (212) 735-2000
bgoldner@skadden.com

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 1.21(h) and 3.41) \$40

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 074650/3)

8. Payment Information

Deposit Account No. 19-2385

Authorized user Name: Michael McGuire

9. Signature.

Signature

October 26, 2005

Date

Bruce J. Goldner

Name of Person Signing

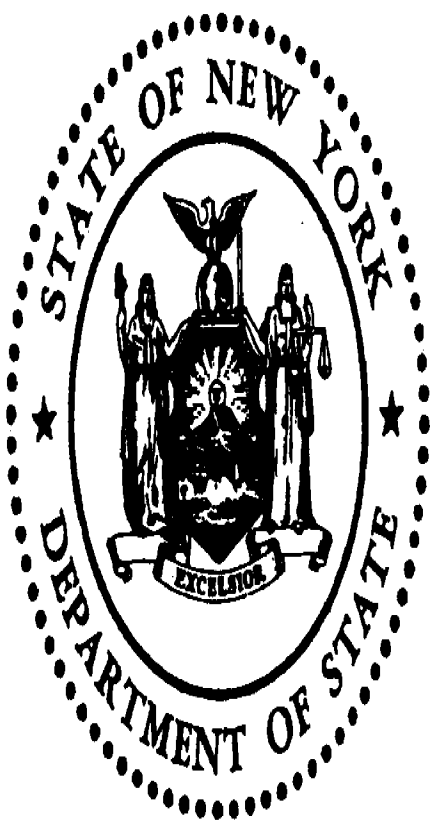
Total number of pages including cover sheet, and documents:

5

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **October 20, 2005**



A handwritten signature in black ink, appearing to read "R. H. ...", is written over the seal area.

Special Deputy Secretary of State

DOS-1266 (9/05)

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CERTIFICATE OF MERGER

of
FEI PRODUCTS, INC. and FEI PRODUCTS, LLC
into
FEI PRODUCTS, LLC

Section 1003 of the Limited Liability Company Law

We, the undersigned being respectively the President of FEI Products, Inc.
and the President of FEI Products, LLC, certify:

1. The name of each constituent entity is as follows: FEI PRODUCTS, INC., a New York corporation, and FEI PRODUCTS, LLC, a New York limited liability company. The name under which FEI PRODUCTS, INC. was formed is FEI ACQUISITION INC.

2. The Certificate of Incorporation of FEI Products, Inc. was filed with the New York Secretary of State on August 2, 1991, under the name of FEI Acquisition Inc. The Articles of Organization of FEI Products, LLC were filed with the New York Secretary of State on August 26, 2002.

3. A Plan of Merger has been approved by the Board of Directors of FEI Products, Inc., followed by the approval of the sole stockholder of FEI Products, Inc. by unanimous written consent pursuant to Sections 708 and 615 of the Business Corporation Law, and by the sole member of FEI Products, LLC by unanimous written consent pursuant to Section 407 of the Limited Liability Company Law. The Plan of Merger has been executed by the President and Secretary of each of FEI Products, Inc. and FEI Products, LLC.

4. The name of the surviving entity is FEI PRODUCTS, LLC.

5. That no changes will be necessary in the Articles of Organization for FEI Products, LLC by reason of the merger.


6. The Secretary of State of the State of New York is the designated agent of the Corporation on whom process against it may be served. The Secretary of State shall mail a copy of any process against FEI Products, LLC served on him or her to 825 Wurlitzer Drive, City of North Tonawanda, County of Niagara, State of New York, 14120-2089.

8. The Plan of Merger is on file at the offices of FEI Products, LLC at the following address: 825 Wurhitzer Drive, North Tonawanda, New York 14120-2089.

9. A copy of the Plan of Merger will be furnished by FEI Products, LLC on request and without cost, to any member of FEI Products, LLC or any stockholder of FEI Products, Inc.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed on this 15th day of November, 2002.

FEI PRODUCTS, INC.

By: 
Charles S. Craig, President

FEI PRODUCTS, LLC

By: 
Charles S. Craig, President
Authorized Person

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CERTIFICATE OF MERGER

OF

FEI PRODUCTS, INC.
And
FEI PRODUCTS, LLC

INTO

FEI PRODUCTS, LLC

UNDER SECTION 1003 OF THE LIMITED LIABILITY COMPANY LAW

BILLED
ACR-41

FILED BY:
JAECKLE FLEISCHMANN & MUGEL, LLP
TWELVE FOUNTAIN PLAZA
BUFFALO, NY 14202

FILED

2002 NOV 15 PM 13:09

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 15 2002

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