

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2001
CONVEYING PARTY DATA	
Name	Execution Date
Woudenberg Enterprises, Inc.	06/28/2001
RECEIVING PARTY DATA	
Name:	United Rentals Highway Technologies, Inc.
Street Address:	5 Greenwich Office Park
City:	Greenwich
State/Country:	CONNECTICUT
Postal Code:	06830
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5878519
CORRESPONDENCE DATA	
Fax Number:	(312)861-2200
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	312-861-2000
Email:	dgasiorowski@kirkland.com
Correspondent Name:	Kirkland & Ellis LLP
Address Line 1:	200 East Randolph Drive
Address Line 2:	c/o Donna Gasiorowski, Sr. Legal Assista
Address Line 4:	Chicago, ILLINOIS 60601
ATTORNEY DOCKET NUMBER:	42177-7 DRG
NAME OF SUBMITTER:	Donna Gasiorowski
Total Attachments: 4 source=Woudenberg to URHT merger#page1.tif	

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FEDERAL IDENTIFICATION
NO. 86-0180710

FEDERAL IDENTIFICATION
NO. 04-3076608

The Commonwealth of Massachusetts

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

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

*Consolidation / *merger of

(M) Woudenberg Enterprises, Inc. (AZ) *NR*

and

(S) United Rentals Highway Technologies, Inc. (MA)

the constituent corporations, into

United Rentals Highway Technologies, 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:~~ June 30, 2001

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 surviving corporation is to engage in the following business activities:

*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.

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~~State the number and the par value, if any, of each class of stock which the resulting corporation is~~

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

~~If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the stock, voting powers, qualifications, and special or relative rights or privileges of each class and of each series of stock.~~

~~(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)~~

1 Independence Road, Kingston, MA 02364

~~**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:	John N. Milne	87 South Maple Ave. Westport, CT 06880	Same as Residential
Treasurer:	Elliott S. Mayer	44 Hearthstone Court Stamford, CT 06902	Same as Residential
Vice President and Clerk:	Michael J. Nolan	One Flagler Ave. Greenwich, CT 06830	Same as Residential
Director:	John N. Milne	87 South Maple Ave. Westport, CT 06880	Same as Residential

(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:

Corporation Service Company, 84 State 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 *President / *Vice President and *Clerk / *Assistant Clerk of United Rentals Highway Technologies, 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.

X _____, *President / *Vice President
X _____, *Clerk / *Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † John N. Milne and †† Michael J. Nolan, of Woudenberg Enterprises, Inc., a corporation organized under the laws of Arizona, 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 Arizona.

*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.

† X _____
†† X _____
Michael J. Nolan

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER

(General Laws, Chapter 156B, Section 79)

SECRETARY OF THE
COMMONWEALTH
01 JUN 28 PM 3:23
CORPORATION DIVISION

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ 350.00, having been paid,
said articles are deemed to have been filed with me this 28th
day of JUNE, 20 01.

Effective date June 30, 2001

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Lucia Barcklow, Legal Assistant

Hall Dickler Kent Goldstein & Wood LLP

909 Third Avenue, 27th Floor, New York, NY 10022

Telephone: (212) 339-5400