

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2001		
CONVEYING PARTY DATA			
Name		Execution Date	
SPECIALTY EQUIPMENT COMPANIES, INC.		12/12/2001	
RECEIVING PARTY DATA			
Name:	CARRIER CORPORATION		
Street Address:	One Carrier Place		
City:	Farmington		
State/Country:	CONNECTICUT		
Postal Code:	06034		
PROPERTY NUMBERS Total: 3			
Property Type	Number		
Patent Number:	5129352		
Patent Number:	5193437		
Patent Number:	5323731		
CORRESPONDENCE DATA			
Fax Number:	(203)327-6401		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	203-327-4500		
Email:	trademark@ogrp.com		
Correspondent Name:	Ohlandt, Greeley, Ruggiero & Perle, LLP		
Address Line 1:	One Landmark Square		
Address Line 2:	10th Floor		
Address Line 4:	Stamford, CONNECTICUT 06901		
ATTORNEY DOCKET NUMBER:	0004039USG		
NAME OF SUBMITTER:	Terrence J. McAllister		

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Total Attachments: 8

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SPECIALTY EQUIPMENT COMPANIES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CARRIER CORPORATION" UNDER THE NAME OF "CARRIER CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 10:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 11:58 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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010676715

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1547988

DATE: 01-09-02

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REEL: 019597 FRAME: 0712

CERTIFICATE OF MERGER
OF
SPECIALTY EQUIPMENT COMPANIES, INC.
INTO
CARRIER CORPORATION

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Carrier Corporation	Delaware
Specialty Equipment Companies, Inc.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Carrier Corporation ("Surviving Corporation").

FOURTH: That the Certificate of Incorporation of Carrier Corporation, a Delaware corporation, which will survive the merger, shall be the Certificate of Incorporation of the Surviving Corporation.

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FIFTH: That the executed Agreement of Merger is on file at an office of the Surviving Corporation, the address of which is One Carrier Place, Farmington, CT 06034.

SIXTH: That a copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this merger shall be effective on December 31, 2001 at 11:58 p.m. Eastern Standard Time.

Dated: December 12th, 2001

CARRIER CORPORATION

By 
Robert E. Galli
Vice President, General Counsel & Secretary

COMSECCarrier

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER, dated this [12TH], day of December, 2001, pursuant to Section 251 of the General Corporation Law of Delaware, between Specialty Equipment Companies, Inc., a Delaware corporation ("Specialty" or the "merged corporation"), and Carrier Corporation, a Delaware corporation ("Carrier" or the "surviving corporation") (each a "Constituent Corporation" and together, the "Constituent Corporations").

WITNESSETH that:

WHEREAS, the Constituent Corporations desire to merge into a single corporation, as hereinafter specified; and

WHEREAS, the registered office of said Carrier in the state of Delaware is located at 1209 Orange Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company; and the registered office of Specialty in the State of Delaware is located at 1209 Orange Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company.

NOW, THEREFORE, the Constituent Corporations, parties to this Plan and Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: As of the Effective Time (as defined below) Carrier hereby merges into itself Specialty, and said Specialty shall be and hereby is merged into Carrier, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Carrier, which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in

this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) All shares (i.e. in the aggregate) of common stock of the merged corporation that shall be outstanding on the effective date of this merger, and all rights in respect thereof, shall be changed and converted on said date into fifteen (15) shares of common stock of the surviving corporation.

(b) After the effective time of this merger, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation provided herein may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporations as though said surrender and exchange had taken place. After the Effective Time of this Plan and Agreement, each registered owner of any uncertified shares of common stock of the merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

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

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) The merger shall become effective at 11:58 p.m. EST on 31 December 2001 (the "Effective Time").

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other 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 herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement may be terminated and abandoned by the Board of Directors of any Constituent Corporation at any time prior to the Effective Time. This Agreement may be amended by the Board of Directors of the Constituent Corporations at any time prior to the Effective Time, provided that an amendment made subsequent to the adoption of the Plan and Agreement by the stockholders of any Constituent Corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent

Corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of this terms and conditions of the Plan and Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such Constituent Corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors and that fact having been certified on said Agreement of Merger by the Secretary (or Assistant Secretary) of each corporate party thereto, have caused these presents to be executed by an officer of each Constituent Corporation as the respective act, deed and agreement of each said corporation, on this [12TH] day of December, 2001.

SPECIALTY EQUIPMENT COMPANIES, INC.

By _____
Jeffrey P. Rhodenbaugh
President

CARRIER CORPORATION

By Robert E. Galli
Robert E. Galli
Vice President and General Counsel, and Secretary

Certified and acknowledged in accordance with Section 103(b)(2) of the General Corporation Law of the State of Delaware.

Andrea M. Quercia
Andrea M. Quercia, Assistant Secretary
Specialty Equipment Companies, Inc.

Certified and acknowledged in accordance with Section 103(b)(2) of the General Corporation Law of the State of Delaware.

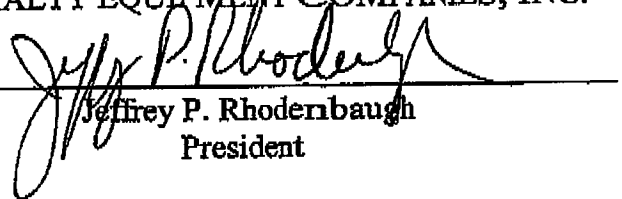
Kevin T. Williams
Kevin T. Williams, Assistant Secretary
Carrier Corporation

Corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of this terms and conditions of the Plan and Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such Constituent Corporation.

IN WITNESS WHEREOF, the parties to this Plan and Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors and that fact having been certified on said Plan and Agreement of Merger by the Secretary (or Assistant Secretary) of each corporate party thereto, have caused these presents to be executed by an officer of each Constituent Corporation as the respective act, deed and agreement of each said corporation, on this 12TH day of December, 2001.

SPECIALTY EQUIPMENT COMPANIES, INC.

By


Jeffrey P. Rhodenbaugh
President

CARRIER CORPORATION

By

Robert E. Galli
Vice President, General Counsel & Secretary

Certified and acknowledged in accordance with Section 103(b)(2) of the General Corporation Law of the State of Delaware.

Andrea Quercia, Assistant Secretary
Specialty Equipment Companies, Inc.

Certified and acknowledged in accordance with Section 103(b)(2) of the General Corporation Law of the State of Delaware.

Kevin T. Williams, Assistant Secretary
Carrier Corporation