

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT						
NATURE OF CONVEYANCE:	MERGER						
EFFECTIVE DATE:	07/21/2006						
CONVEYING PARTY DATA							
<table border="1"><thead><tr><th>Name</th><th>Execution Date</th></tr></thead><tbody><tr><td>Accent Optical Technologies Inc.</td><td>07/21/2006</td></tr><tr><td>Alloy Merger Corporation</td><td>07/21/2006</td></tr></tbody></table>		Name	Execution Date	Accent Optical Technologies Inc.	07/21/2006	Alloy Merger Corporation	07/21/2006
Name	Execution Date						
Accent Optical Technologies Inc.	07/21/2006						
Alloy Merger Corporation	07/21/2006						
RECEIVING PARTY DATA							
Name:	Accent Optical Technologies Nanometrics, Inc.						
Street Address:	1550 Buckeye Drive						
City:	Milpitas						
State/Country:	CALIFORNIA						
Postal Code:	95035						
PROPERTY NUMBERS Total: 1							
<table border="1"><thead><tr><th>Property Type</th><th>Number</th></tr></thead><tbody><tr><td>Application Number:</td><td>10549088</td></tr></tbody></table>		Property Type	Number	Application Number:	10549088		
Property Type	Number						
Application Number:	10549088						
CORRESPONDENCE DATA							
Fax Number: (408)378-7770 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>							
Phone: 408-378-7777							
Email: mhalbert@svpatentgroup.com							
Correspondent Name: Michael J. Halbert							
Address Line 1: 18805 Cox Avenue							
Address Line 2: Suite 220							
Address Line 4: Saratoga, CALIFORNIA 95070							
ATTORNEY DOCKET NUMBER:	NAN164						
NAME OF SUBMITTER:	Michael J. Halbert						
Total Attachments: 6							

OP \$40.00 10549088

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PATENT
REEL: 019630 FRAME: 0614

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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:

"ALLOY MERGER CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "ACCENT OPTICAL TECHNOLOGIES, INC." UNDER THE NAME OF "ACCENT OPTICAL TECHNOLOGIES NANOMETRICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JULY, A.D. 2006, AT 5:54 O'CLOCK P.M.

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



3208020 8100M

060692492

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4920016

DATE: 07-21-06

PATENT
REEL: 019630 FRAME: 0616

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:58 PM 07/21/2006
FILED 05:54 PM 07/21/2006
SRV 060692492 - 3208020 FILE

CERTIFICATE OF MERGER

MERGING

ALLOY MERGER CORPORATION

WITH AND INTO

ACCENT OPTICAL TECHNOLOGIES, INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware

Accent Optical Technologies, Inc., a Delaware corporation, and Alloy Merger Corporation, a Delaware corporation, do hereby certify as follows:

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

<u>Name</u>	<u>State of Incorporation</u>
Alloy Merger Corporation	Delaware
Accent Optical Technologies, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger and Reorganization, dated January 25, 2006, as amended (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

THIRD: That the surviving corporation (the "Surviving Corporation") shall be Accent Optical Technologies, Inc., which shall be named Accent Optical Technologies Nanometrics, Inc.

FOURTH: That pursuant to the Merger Agreement, upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware, the certificate of incorporation, as amended, of the Surviving Corporation shall be amended and restated to read in its entirety as set forth on Exhibit A attached hereto, until thereafter amended in accordance with Delaware Law and such Certificate of Incorporation.

FIFTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

1550 Buckeye Drive, Milpitas, CA 95035

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

SEVENTH: That this Certificate of Merger shall be effective upon filing.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, Accent Optical Technologies, Inc. and Alloy Merger Corporation have caused this Certificate of Merger to be executed in their respective corporate names as of July 21, 2006.

ACCENT OPTICAL TECHNOLOGIES, INC.

By: /s/ Bruce C. Rhine
Bruce C. Rhine
Chief Executive Officer

ALLOY MERGER CORPORATION

By: /s/ John D. Heaton
John D. Heaton
President and Chief Executive Officer

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

ACCENT OPTICAL TECHNOLOGIES NANOMETRICS, INC.

ARTICLE FIRST

The name of this corporation is Accent Optical Technologies Nanometrics, Inc.

ARTICLE SECOND

The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THIRD

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

ARTICLE FOURTH

This corporation is authorized to issue one class of stock, designated "Common Stock." The total number of shares that this corporation is authorized to issue is 100 shares, par value \$0.01 per share.

ARTICLE FIFTH

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this right.

ARTICLE SIXTH

The Corporation is to have perpetual existence.

ARTICLE SEVENTH

To the fullest extent permitted by the General Corporation Law of Delaware, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The liability of a director of the Corporation to the Corporation or its stockholders for monetary damages shall be eliminated to the fullest extent permissible under applicable law in the event it is determined that Delaware law does not apply. The Corporation shall, to the fullest extent permitted by law,

indemnify its directors and officers against any liabilities, losses or related expenses which they may incur by reason of serving or having served as directors or officers of the Corporation, or serving or having served at the request of the Corporation as directors, officers, trustees, partners, employees or agents of any entity in which the Corporation has an interest. The Corporation is authorized to provide by Bylaw, agreement or otherwise for indemnification of directors, officers, employees, and agents in excess of the indemnification otherwise permitted by applicable law. Any repeal or modification of this ARTICLE SEVENTH shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE EIGHTH

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the corporation.

ARTICLE NINTH

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.