

## PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/24/2008
CONVEYING PARTY DATA	
Name	Execution Date
CiDRA Corporation	06/23/2008
RECEIVING PARTY DATA	
Name:	Expro Meters, Inc.
Street Address:	50 Barnes Park North
City:	Wallingford
State/Country:	CONNECTICUT
Postal Code:	06492
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11115492
CORRESPONDENCE DATA	
Fax Number:	(203)626-3408
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	203-626-3463
Email:	joanne.varanelli@exprogroup.com
Correspondent Name:	JoAnne Varanelli
Address Line 1:	Expro Meters, Inc.
Address Line 2:	50 Barnes Park North
Address Line 4:	Wallingford, CONNECTICUT 06492
ATTORNEY DOCKET NUMBER:	1151-0030
NAME OF SUBMITTER:	Richard D. Getz
Total Attachments: 5 source=Certificate of merger#page1.tif source=Certificate of merger#page2.tif	

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**PATENT**

**REEL: 021310 FRAME: 0648**

# 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:

"EXPRO METERS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CIDRA CORPORATION" UNDER THE NAME OF "EXPRO METERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JUNE, A.D. 2008, AT 2:43 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FOURTH DAY OF JUNE, A.D. 2008, AT 12 O'CLOCK P.M.

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



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6680258

DATE: 06-23-08

PATENT  
REEL: 021310 FRAME: 0649

CERTIFICATE OF MERGER  
OF  
EXPRO METERS, INC.  
AND  
CIDRA CORPORATION

It is hereby certified that:

1. The constituent corporations participating in the merger herein certified are:

(i) Expro Meters, Inc., which is incorporated under the laws of the State of Delaware; and

(ii) CiDRA Corporation, which is incorporated under the laws of the State of Delaware;

2. An Agreement and Plan of Merger (the *Merger Agreement*) has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware and has been adopted by the stockholders of each of the constituent corporations in accordance with Section 228 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is CiDRA Corporation (the *Surviving Corporation*).

4. The merger shall be effective at 12:00 p.m. New York time on June 24, 2008 (the *Effective Time*).

5. The certificate of incorporation of CiDRA Corporation, as in effect immediately prior to the Effective Time, shall be amended in its entirety as set forth in Exhibit A hereto at the Effective Time, and as so amended, shall be the certificate of incorporation of the Surviving Corporation.

6. An executed copy of the Merger Agreement is on file at an office of the Surviving Corporation, the address of which is as follows:

50 Barnes Park Road North  
Wallingford, CT 06492

7. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

IN WITNESS WHEREOF, said Surviving Corporation has caused this certificate of merger to be signed by an authorized officer on this 23<sup>rd</sup> day of June, 2008.

CiDRA Corporation

By: 

F. Kevin Didden  
Chief Executive Officer

[Signature Page - Certificate of Merger]

**EXHIBIT A**

*[Amended Certificate of Incorporation, attached]*

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF EXPRO METERS, INC.**

**FIRST:** The name of the corporation is Expro Meters, Inc. (hereinafter referred to as the *Corporation*).

**SECOND:** The address of the Corporation's registered office in the State of Delaware is CorpDirect Agents, Inc., 615 South DuPont Highway, in the City of Dover, County of Kent, Delaware 19901. The name of its registered agent at such address is CorpDirect Agents, Inc.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (as the same now exists or may hereafter be amended, the *DGCL*).

**FOURTH:** The total number of shares of capital stock which the Corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock, par value \$0.01 per share (*Common Stock*). Each holder of Common Stock shall have one vote in respect of each share of Common Stock held by such holder of record on the books of the Corporation on all matters on which stockholders of the Corporation are entitled to vote.

**FIFTH:** In furtherance and not in limitation of the powers conferred by the law of the State of Delaware, the directors of the Corporation shall have power to adopt, amend or repeal any or all of the Bylaws of the Corporation, except as may otherwise be provided in the Bylaws of the Corporation.

**SIXTH:** Elections of directors need not be by written ballot, except as may otherwise be provided in the Bylaws of the Corporation.

**SEVENTH:** A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL. No amendment or repeal of this Article *SEVENTH* shall adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to such amendment or repeal.

**EIGHTH:** The number of directors that shall constitute the whole board of directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Bylaws of the Corporation (or in an amendment thereof duly adopted by the Board of Directors of the Corporation or by the stockholders of the Corporation).

**NINTH:** The Corporation reserves the right to amend, repeal and/or add to the provisions of this Certificate in any manner now or hereafter permitted by the DGCL and all rights conferred upon directors, officers, employees or agents hereby are subject to this reservation.