## Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2009

#### **CONVEYING PARTY DATA**

Name	Execution Date
Intelligent Automation Corporation	12/22/2009

### **RECEIVING PARTY DATA**

Name:	HONEYWELL INTERNATIONAL INC.	
Street Address:	101 Columbia Road	
Internal Address:	P. O. Box 2245	
City:	Morristown	
State/Country:	NEW JERSEY	
Postal Code:	07962-2245	

### PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	12526431

## CORRESPONDENCE DATA

Fax Number: (480)385-5061

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: ccantore@ifllaw.com Correspondent Name: Honeywell International Inc. Address Line 1: 101 Columbia Road

Address Line 2: P. O. Box 2245

Address Line 4: Morristown, NEW JERSEY 07962-2245

ATTORNEY DOCKET NUMBER:	H28614 (002.0248)
NAME OF SUBMITTER:	Paul D. Amrozowicz

**Total Attachments: 3** 

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# Delaware

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## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT

COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"INTELLIGENT AUTOMATION CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "HONEYWELL INTERNATIONAL INC." UNDER THE NAME

OF "HONEYWELL INTERNATIONAL INC.", A CORPORATION ORGANIZED AND

EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED

AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D.

2009, AT 4:36 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009.

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

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091128697

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENT CATION: 7717934

DATE: 12-22-09

State of Delaware Secretary of State Division of Corporations Delivered 04:53 FM 12/22/2009 FILED 04:36 FM 12/22/2009 SRV 091128697 - 2061772 FILE

## CERTIFICATE OF OWNERSHIP AND MERGER

## Merging

# Intelligent Automation Corporation a California corporation

into

## Honeywell International Inc. a Delaware corporation

Honeywell International Inc., a corporation organized under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: The Corporation was incorporated on May 13, 1985.

**SECOND**: The Corporation owns all of the outstanding capital stock in Intelligent Automation Corporation, a corporation organized under the laws of the State of California on September 23, 1999 with CA Identification number C2047059 ("IAC").

**THIRD**: By this Certificate of Ownership and Merger, IAC shall be merged with and into the Corporation. The surviving business entity shall be the Corporation.

**FOURTH**: The following resolutions were duly adopted by the Board of Directors of the Corporation on December 2-2, 2009, and constitute a Plan of Merger:

**RESOLVED:** That the Corporation merge IAC into itself.

**RESOLVED:** That this Consent shall constitute a Plan of Merger.

**RESOLVED:** That the merger shall constitute a tax-free liquidation for federal income tax purposes pursuant to Section 332 of the Internal Revenue Code and this Consent shall constitute a plan of liquidation.

**RESOLVED:** That prior to the effective time of the merger, IAC may distribute assets to the Corporation and such distribution shall be considered part of and pursuant to this plan of liquidation.

**RESOLVED:** That at the effective time of the merger, pursuant to Delaware law, the Corporation shall succeed to all the assets and assume all the liabilities and obligations of IAC.

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**RESOLVED:** That the merger of IAC into the Corporation shall be effective as of December 31, 2009.

RESOLVED: That in connection with the merger of IAC into the Corporation, the proper officers of the Corporation are authorized to make, execute and file with the Secretary of State of Delaware a certificate of ownership and merger in conformity with Delaware law, which certificate is hereby approved, and to do all other acts and things whatsoever which may be necessary or proper to effect the merger.

**RESOLVED:** That in connection with the merger of IAC into the Corporation, the proper officers of the Corporation are authorized to make, execute and file with the Secretary of State of California a certificate of merger in conformity with California law, which certificate is hereby approved, and to do all other acts and things whatsoever which may be necessary or proper to effect the merger.

**RESOLVED:** That the proper officers of the Corporation or their designees are authorized and directed to take such further actions and to execute and deliver such other instruments and documents, in the name and on behalf of the Corporation and under its corporate seal or otherwise, as any of them shall deem necessary or advisable to carry out the intent and accomplish the purpose of the foregoing resolutions.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended, terminated or abandoned by the Board of Directors of the Corporation at any time prior to the time that this Certificate filed with the Secretary of State becomes effective.

SIXTH: This certificate shall become effective as of December 31, 2009.

Executed on December 2-2-2009

HONEYWELL INTERNATIONAL INC.

Bγ:

Jaqqueline Whorms Katzel

Assistant Secretary

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**RECORDED: 03/10/2010**