

## PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
Epion Corporation	12/19/2006
RECEIVING PARTY DATA	
Name:	TEL Epion Inc.
Street Address:	37 Manning Road
City:	Billerica
State/Country:	MASSACHUSETTS
Postal Code:	01821
PROPERTY NUMBERS Total: 3	
Property Type	Number
Patent Number:	7067828
Patent Number:	7060988
Patent Number:	7060989
CORRESPONDENCE DATA	
Fax Number:	(617)345-3299
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	617-345-3000
Email:	docketing@bumslev.com
Correspondent Name:	David Gomes
Address Line 1:	125 Summer Street
Address Line 2:	Burns & Levinson LLP
Address Line 4:	Boston, MASSACHUSETTS 02110
ATTORNEY DOCKET NUMBER:	37291.00001
NAME OF SUBMITTER:	David W. Gomes
Total Attachments: 4 source=01195551#page1.tif	

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**CERTIFICATE OF MERGER**

**MERGING**

**TEL GCIB, INC.,**  
a Delaware corporation,

**INTO**

**EPION CORPORATION,**  
a Delaware corporation,

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), Epion Corporation, a Delaware corporation (the "Company"), hereby certifies the following information relating to the merger (the "Merger") of TEL GCIB, Inc., a Delaware corporation ("Merger Sub"), with and into the Company.

1. The names and states of incorporation of each of the constituent corporations to the Merger (together, the "Constituent Corporations") are as follows:

- a. Epion Corporation, a Delaware corporation
- b. TEL GCIB, Inc., a Delaware corporation

2. An Agreement and Plan of Merger, dated as of November 20, 2006 (the "Merger Agreement"), by and among Tokyo Electron Limited, a Japanese corporation, and the Constituent Corporations 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 DGCL.

3. Pursuant to the Merger Agreement, the Company shall be the surviving corporation of the Merger (the "Surviving Corporation"), and the name of the Surviving Corporation shall be "TEL Epion Inc."

4. Pursuant to the Merger Agreement, the certificate of incorporation of the Surviving Corporation shall be amended and restated as set forth in Exhibit A until thereafter changed or amended as provided therein or by applicable law.

5. The Merger Agreement is on file at the principal place of business of the Surviving Corporation, 37 Manning Road, Billerica, Massachusetts 01821.

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

7. The Merger shall become effective at 11:59 pm on December 19, 2006.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 18th day of December, 2006.

EPION CORPORATION

By: Allen Kirkpatrick

Allen Kirkpatrick

Chief Executive Officer

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**EXHIBIT A**

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
TEL EPION INC.**

1. The name of the corporation is TEL Epion Inc. (the "Corporation").
2. The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of all classes of stock that the Corporation is authorized to issue is one thousand (1,000) shares of Common Stock with a par value of \$0.001 per share.
5. The Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.
6. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.
7. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

8. 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 stockholders herein are granted subject to this reservation.

9. To the fullest extent permitted by Delaware statutory or decisional law, as amended or interpreted, no director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. This Article 9 does not affect the availability of equitable remedies for breach of fiduciary duties.

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