

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
Novasensor, Inc.	10/23/2002
GE NovaSensor Inc.	02/28/2005

RECEIVING PARTY DATA

Name:	GE NovaSensor Inc.
Street Address:	1100 Technology park Drive
City:	Billerica
State/Country:	MASSACHUSETTS
Postal Code:	01821

Name:	GE Infrastructure Sensing, Inc.
Street Address:	1100 Technology Park Dr.
City:	Bellerica
State/Country:	MASSACHUSETTS
Postal Code:	01821

PROPERTY NUMBERS Total: 7

Property Type	Number
Patent Number:	6316796
Patent Number:	6559379
Patent Number:	6038928
Patent Number:	6629465
Patent Number:	6084257
Patent Number:	5461922
Patent Number:	5231301

CORRESPONDENCE DATA

501522910

PATENT  
REEL: 026240 FRAME: 0487

CH \$280.00 6316796

Fax Number: (203)944-6712  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 203-944-6409  
Email: karen.l.kosinski@ge.com  
Correspondent Name: Karen Kosinski  
Address Line 1: 2 Corporate Drive  
Address Line 2: Suite 648  
Address Line 4: Shelton, CONNECTICUT 06484

ATTORNEY DOCKET NUMBER: 41NS

NAME OF SUBMITTER: Mark A. Conklin

**Total Attachments: 39**

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**PATENT**

**REEL: 026240 FRAME: 0488**

1288711

FILED

In the office of the Secretary of State  
of the State of California

OCT 22 1985

MARCH FONG EU, Secretary of State

By *Bill Fong*  
Deputy

ARTICLES OF INCORPORATION  
OF  
NEOSENSOR TECHNOLOGY, INC.

I

The name of this corporation is Neosensor Technology, Inc.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is Janusz Bryzek, 524 Wildwood Way, Santa Clara, CA 95054.

IV

This corporation is authorized to issue two classes of shares of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that this corporation is

authorized to issue is One Million Nine Hundred Sixty Thousand (1,960,000) shares. The number of shares of Common Stock authorized is One Million Three Hundred Thousand (1,300,000) shares. The aggregate par value of all such Common Stock is \$13,000, and the par value of each share of Common Stock is one cent (\$0.01). The number of shares of Preferred Stock authorized is Six Hundred Sixty Thousand (660,000) shares. The aggregate par value of all such Preferred Stock is \$6,600, and the par value of each share of Preferred Stock is one cent (\$0.01). Three Hundred Sixty Thousand (360,000) shares of Preferred Stock shall be designated "Series A Preferred Stock," and Three Hundred Thousand (300,000) shares of Preferred Stock shall be designated "Series B Preferred Stock."

The designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions thereof in respect of the Preferred Stock and the Common Stock are as follows:

A. Preferred Stock

1. Dividends. In each year the holders of Series A Preferred Stock shall be entitled to receive a non cumulative dividend of \$0.28 per share of Series A Preferred Stock when and as declared by the Board of Directors, and in addition, shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, out of funds legally available for the purpose, dividends at the same rate as dividends declared with respect to shares of Common Stock. In connection therewith, each share of Series A Pre-

ferred Stock shall be deemed to represent an equal number of shares of Common Stock into which it is then convertible.

In each year the holders of Series B Preferred Stock shall be entitled to receive a non cumulative dividend of \$0.40 per share of Series B Preferred Stock when and as declared by the Board of Directors, and in addition, shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, out of funds legally available for the purpose, dividends at the same rate as dividends declared with respect to shares of Common Stock. In connection therewith, each share of Series B Preferred Stock shall be deemed to represent an equal number of shares of Common Stock into which it is then convertible.

2. Rights on Liquidation, Dissolution, Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of any stock ranking on liquidation junior to the Preferred Stock an amount equal to \$3.50 plus any declared but yet unpaid dividends. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of shares of Series B Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall

be made to the holders of any stock ranking on liquidation junior to the Preferred Stock an amount equal to \$6.00 plus any declared but yet unpaid dividends. If upon liquidation, dissolution or winding up of the Corporation the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Preferred Stock the full amounts to which they respectively shall be entitled, the holders of shares of Preferred stock and any class of stock ranking on liquidation on a parity with the Preferred Stock shall, after full payment to the holders of any class of stock ranking prior to the Preferred Stock, share ratably in any distribution of assets according to the respective amounts which would be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to said shares were paid in full. In the event of any liquidation, dissolution or winding up of the Corporation, after payment shall have been made to the holders of shares of Preferred Stock and any class of stock ranking on liquidation on a parity with the Preferred Stock of the full amount to which they shall be entitled as aforesaid, the holders of any class or classes of stock ranking on liquidation junior to the Preferred Stock shall be entitled, to the exclusion of the holders of shares of Preferred Stock, to share, according to their respective rights and preferences, in all remaining assets of the Corporation available for distribution to its stockholders. The merger or consolidation of the Corporation into or with another corporation, the merger or consolidation of any other corporation

into or with the Corporation, or the sale or other disposition of all or substantially all the assets of the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation.

3. Voting.

(a) In addition to the rights specified in this Section 3 and any other rights provided by law, each share of Preferred Stock shall entitle the holder thereof to a number of votes equal to the number of shares of Common Stock in which such share of Preferred Stock could be converted, in accordance with Section 4 hereof, at the time of the vote and shall be entitled to vote as a single class with the Common Stock on all matters as to which holders of Common Stock shall be entitled to vote in the same manner and with the same effect as such holders of Common Stock.

(b) The Corporation shall not, without the affirmative consent of the holders of a majority of the voting power of the Preferred Stock, given by written consent or by vote at a meeting called for such purpose for which notice shall have been given to the holders of the Preferred Stock, (1) during a three year period from the date hereof, and except for Excluded Stock, as defined below, in any manner authorize or issue any share of capital stock of any kind, any security of the Corporation that is a combination of debt and equity or any option, warrant or other right to subscribe for, purchase or otherwise acquire any equity security or any such debt security of the Corporation, or amend, alter or repeal any of

the provisions of the Corporation's Articles of Incorporation or By-laws, (2) carry out any partial liquidation or distribution or transaction in the nature of a partial liquidation or distribution, (3) sell or otherwise dispose of all or substantially all of the properties or assets of the Corporation or merge or consolidate with or into any other corporation, corporations or other entity or entities, or (4) in any manner alter or change the designations or the powers, preferences or rights, or the qualifications, limitations or restrictions of Preferred Stock in any material respect prejudicial to the holders thereof. "Excluded Stock" shall mean shares of Common Stock issued by the Corporation: (1) up to 190,000 shares of Common Stock issuable to employees; (2) upon conversion of the Preferred Stock; (3) upon the exercise of warrants to purchase up to 300,000 shares of Series B Preferred Stock (the "Warrants") or (4) upon conversion of the shares of Preferred Stock referred to in (2) or (3) above.

4. Conversion.

(a) The holder of any shares of Series A Preferred Stock shall have the right, at such holder's option, at any time or from time to time to convert any of such shares of Series A Preferred Stock into such number of fully paid and nonassessable shares of Common Stock as \$3.50, multiplied by the number of shares of such Series A Preferred Stock being converted, is a multiple of the respective Series A Preferred Conversion Price (as last adjusted and then



in effect) for the shares of Series A Preferred Stock being converted, by surrender of the certificates representing the shares of Series A Preferred Stock so to be converted in the manner provided in Section 4(b). The Series A Preferred Conversion Price per share at which shares of Common Stock shall be issuable upon conversion of shares of Series A Preferred Stock shall be \$3.50 (the "Series A Preferred Conversion Price"); provided further, that such Series A Preferred Conversion Price shall be subject to adjustment as set forth in Section 4(d).

The holder of any shares of Series B Preferred Stock shall have the right, at such holder's option, at any time or from time to time to convert any of such shares of Series B Preferred Stock into such number of fully paid and nonassessable shares of Common Stock as \$6.00, multiplied by the number of shares of such Series B Preferred Stock being converted, is a multiple of the respective Series B Preferred Conversion Price (as last adjusted and then in effect) for the shares of Series B Preferred Stock being converted, by surrender of the certificates representing the shares of Series B Preferred Stock so to be converted in the manner provided in Section 4(b). The Series B Preferred Conversion Price per share at which shares of Common Stock shall be issuable upon conversion of shares of Series B Preferred Stock shall be \$6.00 (the "Series B Preferred Conversion Price"); provided further, that such Series B Preferred Conversion Price shall be subject to adjustment as set forth in Section 4(d).

(b) The holder of any shares of Preferred Stock may exercise the conversion right pursuant to Section 4(a) as to any part thereof by delivering to the Corporation during regular business hours, at the office of any transfer agent of the Corporation for the Preferred Stock or at such other place as may be designated by the Corporation (if required by it), accompanied by written notice stating that the holder elects to convert such shares and stating the name or names (with address) in which the certificate or certificates for the shares of Common Stock are to be issued. Conversion shall be deemed to have been effected on the date when such delivery is made and any such date is referred to herein as the "Conversion Date". As promptly as practicable thereafter the Corporation shall issue and deliver to or upon the written order of such holder, at such office or to the place designated by the Corporation, a certificate or certificates for the number of full shares of Common Stock to which such holder is entitled, a check or cash in respect of any fractional interest in a share of Common Stock as provided in Section 4(c), plus any declared but unpaid dividend on any such shares of Common Stock. The person in whose names the certificate or certificates for Common Stock are to be issued shall be deemed to have become a stockholder of record on the applicable Conversion Date unless the transfer books of the Corporation are closed on that date, in which event he shall be deemed to have become a stockholder of record on the next succeeding date on which the transfer books are open, but the Preferred Conversion Price shall be that in effect

on the Conversion Date. Upon conversion of only a portion of the number of shares covered by a certificate representing shares of Preferred Stock surrendered for conversion, the Corporation shall issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, at the expense of the Corporation, a new certificate covering the number of shares of Preferred Stock representing the unconverted portion of the certificate so surrendered, which new certificate shall entitle the holder thereof to dividends on the shares of Preferred Stock represented thereby to the same extent as if the certificate theretofore covering such unconverted shares had not been surrendered for conversion.

(c) No fractional shares of Common Stock or scrip shall be issued upon conversion of shares of Preferred Stock. If more than one share of Preferred Stock shall be surrendered for conversion at any one time by the same holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of Preferred Stock so surrendered. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of any shares of Preferred Stock, the Corporation shall pay a cash adjustment in respect of such fractional interest in an amount equal to the then Current Market Price (as hereinafter defined) of a share of Common Stock multiplied by such fractional interest. Fractional interests shall not be entitled to dividends, and the holders of fractional

interests shall not be entitled to any rights as stockholders of the Corporation in respect of such fractional interest.

(d) The respective Series A or Series B Preferred Conversion Prices shall be subject to adjustment from time to time as follows:

(i) If the number of shares of Common Stock outstanding at any time after the Original Issuance Date is increased by a stock dividend payable in shares of Common Stock or by a subdivision or split-up of shares of Common Stock, then, following the record date fixed for the determination of holders of Common Stock entitled to receive such stock dividend, subdivision or split-up, such Preferred Conversion Price shall be appropriately decreased so that the number of shares of Common Stock issuable upon conversion shall be increased in proportion to such increase in outstanding shares.

(ii) If the number of shares of Common Stock outstanding at any time after the Original Issuance Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date for such combination, such Preferred Conversion Price shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of Preferred Stock shall be decreased in proportion to such decrease in outstanding shares.

(iii) In case the Corporation shall, at any time after the Original Issuance Date, declare a cash dividend upon its

Common Stock payable otherwise than out of earnings or earned surplus or shall distribute to holders of its Common Stock shares of its capital stock (other than Common Stock), stock or other securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends and distributions) or options or rights (excluding options to purchase and rights to subscribe for Common Stock or other securities of the Corporation convertible into or exchangeable for Common Stock), then, in each such case, immediately following the record date fixed for the determination of the holders of Common Stock entitled to receive such dividend or distribution, such Preferred Conversion Prices in effect thereafter shall be determined by multiplying the Preferred Conversion Prices in effect immediately prior to such record date by a fraction of which the numerator shall be an amount equal to the remainder of (x) the Current Market Price of one share of Common Stock less (y) the fair market value (as determined by the Board of Directors, whose determination shall be conclusive) of the stock, securities, evidences of indebtedness, assets, options or rights so distributed in respect of one share of Common Stock, and of which the denominator shall be such Current Market Price. Such adjustment shall be made on the date such dividend or distribution is made, and shall become effective at the opening of business on the business day next following the record date for the determination of stockholders entitled to such dividend or distribution.

(iv) In the case, at any time after the Original Issuance Date, of any capital reorganization, or any reclassification of the stock of the Corporation (other than a change in par value or from par value to no par value or from no par value to par value or as a result of a stock dividend or subdivision, split-up or combination of shares), or the consolidation or merger of the Corporation with or into another person (other than a consolidation or merger in which the Corporation is the continuing corporation and which does not result in any change in the Common Stock) or of the sale or other disposition of all or substantially all the properties and assets of the Corporation as an entirety to any other person, each share of Preferred Stock shall after such reorganization, reclassification, consolidation, merger, sale or other disposition be convertible into the kind and number of shares of stock or other securities of the Corporation or of the corporation resulting from such consolidation or surviving such merger or to which such properties and assets shall have been sold or otherwise disposed to which the holder of the number of shares of Common Stock deliverable (immediately prior to the time of such reorganization, reclassification, consolidation, merger, sale or other disposition) upon conversion of such share would have been entitled upon such reorganization, reclassification, consolidation, merger, sale or other disposition. The provisions of this Section 4(d) shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales or other dispositions.

(v) All calculations under this paragraph (d) shall be made to the nearest one tenth (1/10) of a cent or to the nearest one tenth (1/10) of a share, as the case may be.

(vi) For the purpose of any computation pursuant to this Section 4(d) or Section 4(c) hereof, the Current Market Price at any date of one share of Common Stock shall be determined in good faith by the Board of Directors of the Corporation.

(vii) In any case in which the provisions of this Section 4(d) shall require that an adjustment shall become effective immediately after a record date for an event, the Corporation may defer until the occurrence of such event (i) issuing to the holder of any share of Preferred Stock converted after such record date and before the occurrence of such event the additional shares of capital stock issuable upon such conversion by reason of the adjustment required by such event over and above the shares of capital stock issuable upon such conversion before giving effect to such adjustment and (ii) paying to such holder any amount in cash in lieu of a fractional share of capital stock pursuant to Section 4(d); provided, however, that the Corporation shall deliver to such holder an appropriate instrument evidencing such holder's right to receive such additional shares, and such cash, upon the occurrence of the event requiring such adjustment.

(e) Whenever the respective Preferred Conversion Prices shall be adjusted as provided in Section 4(d), the Corporation shall forthwith file, at the office of the transfer agent for the

Preferred Stock or at such other place as may be designated by the Corporation, a statement, signed by its independent certified public accountants, showing in detail the facts requiring such adjustment and the respective Preferred Conversion Price that shall be in effect after such adjustment. The Corporation shall also cause a copy of such statement to be sent by mail, first class postage prepaid, to each holder of shares of Preferred Stock at his address appearing on the Corporation's records. Where appropriate, such copy may be given in advance and may be included as part of a notice required to be mailed under the provisions of Section 4(f).

(f) In the event the Corporation shall propose to take any action of the types described in clauses (i) , (ii), (iii), or (iv) of Section 4(d), the Corporation shall give notice to each holder of shares of Preferred Stock, in the manner set forth in Section 4(e), which notice shall specify the record date, if any, with respect to any such action and the date on which such action is to take place. Such notice shall also set forth such facts with respect thereto as shall be reasonably necessary to indicate the effect of such action (to the extent such effect may be known at the date of such notice) on the respective Preferred Conversion Price and the number, kind or class or shares or other securities or property which shall be deliverable or purchaseable upon the occurrence of such action or deliverable upon conversion of shares of Preferred Stock. In the case of any action which would require the fixing of a record date, such notice shall be given at least 20



days prior to the date so fixed, and in case of all other action, such notice shall be given at least 30 days prior to the taking of such proposed action. Failure to give such notice, or any defect therein, shall not affect the legality or validity of any such action.

(g) The Corporation shall pay all documentary, stamp or other transactional taxes attributable to the issuance or delivery of shares of capital stock of the Corporation upon conversion of any shares of Preferred Stock; provided, however, that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the holder of the shares of Preferred Stock in respect of which such shares are being issued.

(h) The Corporation shall reserve, free from preemptive rights, out of its authorized but unissued shares of Common Stock, or both, solely for the purpose of effecting the conversion of the shares of Preferred Stock, sufficient shares to provide for the conversion of all outstanding shares of Preferred Stock.

(i) The Preferred Stock shall be automatically converted into Common Stock upon the closing of a public offering the net proceeds of which exceeds \$7,500,000 to the Corporation.

6. Definitions. As used herein, the term "Original Issuance Date" with respect to each Series of Preferred Stock shall mean the date of original issuance of the first share of such Series of Preferred Stock.

B. COMMON STOCK

Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held on all matters as to which holders of Common Stock shall be entitled to vote. Each share of Common Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Common Stock unless the same dividend is paid on all shares of Common Stock outstanding at the time of such payment. Except for and subject to those rights expressly granted to the holders of the Preferred Stock, or except as may be provided by the laws of the State of California, the holders of Common Stock shall have exclusively all other rights of stockholders including, but not by way of limitation, (i) the right to receive dividends, when and as declared by the Board of Directors out of assets lawfully available therefor, and (ii) in the event of any distribution of assets upon liquidation, dissolution or winding up of the Corporation or otherwise, the right to receive ratably and equally all the assets and funds of the Corporation remaining after the payment to the holders of the Preferred Stock of the specific amounts which they are entitled to receive upon such liquidation, dissolution or winding up of the Corporation as herein provided.

Dated: October 21, 1985.

  
\_\_\_\_\_  
Janusz Bryzek, Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

  
\_\_\_\_\_  
Janusz Bryzek

23HPF-223  
10/21/85

-17-

PATENT  
REEL: 026240 FRAME: 0505

1288711  
CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
NEOSENSOR TECHNOLOGY, INC.

A308607

FILED  
in the office of the Secretary of State  
of the State of California

DEC 18 1985

JAMES FONG III, Secretary of State  
Deputy

Janusz Bryzek and Kurt Petersen certify that:

1. They are the President and Secretary, respectively, of Neosensor Technology, Inc., a California corporation.
2. The title of the Articles of Incorporation of this corporation is amended to read "Articles of Incorporation of NovaSensor."
3. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation  
is NovaSensor.

4. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.

5. The foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 450,000 shares of Common Stock and 360,000 shares of Series A Preferred Stock. No shares of Series B Preferred Stock are outstanding. The number of shares voting in favor of the Amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the Common Stock and more than 50% of the Series A Preferred Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: December 12, 1985.

Janusz Bryzek  
Janusz Bryzek, President

Kurt Petersen  
Kurt Petersen, Secretary

12/7/85

A384032

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**CERTIFICATE OF AMENDMENT**

**OF**

**ARTICLES OF INCORPORATION OF  
NOVASENSOR**

**FILED**

In the office of the Secretary of State  
of the State of California

**MAR 20 1990**

*March Fong*  
MARCH FONG CU, Secretary of State

**DEREK J. BELL and KURT PETERSEN certify that:**

1. They are the President and Secretary, respectively, of NovaSensor, a California corporation.

2. The first paragraph of Article IV of the Articles of Incorporation of this corporation is amended and restated as follows:

"This corporation is authorized to issue two classes of shares of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that this corporation is authorized to issue is Two Million One Hundred and Twenty-Five Thousand (2,125,000). The number of shares of Common Stock authorized is One Million Four Hundred and Fifteen Thousand (1,415,000) shares. The aggregate par value of all such Common Stock is \$ 14,150, and the par value of each share of Common Stock is one cent (\$0.01). The number of shares of Preferred Stock authorized is Seven Hundred and Ten Thousand (710,000) shares. The aggregate par value of all such Preferred Stock is \$ 7,100, and the par value of each share of Preferred Stock is one cent (\$0.01). Three Hundred Sixty Thousand (360,000) shares of Preferred Stock shall be designated "Series A Preferred Stock," and Three Hundred Fifty Thousand (350,000) shares of Preferred Stock shall be designated "Series B Preferred Stock."

3. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors of this Corporation.

4. The foregoing Amendment of Articles of Incorporation has been approved by the required vote of shareholders in accordance with Sections 902 and 903 of the Corporations Code. The total number of outstanding shares of stock of the corporation is 523,378 shares of Common Stock, 360,000 shares of Series A Preferred Stock and 250,000 shares of Series B Preferred Stock. The

**PATENT**

**REEL: 026240 FRAME: 0507**

number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock and more than 50% of the outstanding shares of Preferred Stock.

Derek J. Bell

Derek J. Bell, President

Kurt Petersen

Kurt Petersen, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Fremont, California, on March 19, 1990

Derek J. Bell

Derek J. Bell

Kurt Petersen

Kurt Petersen

A385450

1288711

FILED

In the office of the Secretary of State  
of the State of California

CERTIFICATE OF AMENDMENT

APR 19 1990

OF

ARTICLES OF INCORPORATION OF

*March 1990*  
MARCH 1990

NOVASENSOR

DEREK J. BELL and KURT PETERSEN certify that:

1. They are the President and Secretary, respectively, of NovaSensor, a California corporation.

2. The first paragraph of Article IV of the Articles of Incorporation of this corporation is amended and restated as follows:

"This corporation is authorized to issue two classes of shares of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that this corporation is authorized to issue is Two Million One Hundred and Twenty-Five Thousand Five Hundred (2,125,500). The number of shares of Common Stock authorized is One Million Four Hundred Fifteen Thousand Five Hundred (1,415,500) shares. The aggregate par value of all such Common Stock is \$ 14,155, and the par value of each share of Common Stock is one cent (\$0.01). The number of shares of Preferred Stock authorized is Seven Hundred and Ten Thousand (710,000) shares. The aggregate par value of all such Preferred Stock is \$ 7,100, and the par value of each share of Preferred Stock is one cent (\$0.01). Three Hundred Sixty Thousand (360,000) shares of Preferred Stock shall be designated "Series A Preferred Stock," and Three Hundred Fifty Thousand (350,000) shares of Preferred Stock shall be designated "Series B Preferred Stock."

3. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors of this Corporation.

4. The foregoing Amendment of Articles of Incorporation has been approved by the required vote of shareholders in accordance with Sections 902 and 903 of the Corporations Code. The total number of outstanding shares of stock of the corporation is 523,378 shares of Common Stock, 360,000 shares of Series A Preferred Stock and 250,000 shares of Series B Preferred Stock. The

PATENT

REEL: 026240 FRAME: 0509

number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock and more than 50% of the outstanding shares of Preferred Stock.

*Derek J. Bell*

Derek J. Bell, President

*Kurt Petersen*

Kurt Petersen, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Fremont, California, on April 9, 1990

*Derek J. Bell*

Derek J. Bell

*Kurt Petersen*

Kurt Petersen



A385853

FILED

In the office of the Secretary of State  
of the State of California

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## AGREEMENT AND PLAN OF MERGER

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MARCH FONG EU, Secretary of State

AGREEMENT AND PLAN OF MERGER, dated April 24, 1990 (this "Agreement"), between NOVA ACQUISITION CORP., a California corporation ("Newco"), and NOVASENSOR, a California corporation ("NovaSensor" or the "Surviving Corporation"). Newco and NovaSensor are sometimes referred to herein as the "Constituent Corporations."

W I T N E S S E T H:

WHEREAS, Lucas Industries Inc., a Michigan corporation ("Lucas"), directly owns all of the outstanding shares of capital stock of Newco;

WHEREAS, the Constituent Corporations and Lucas have entered into an Agreement and Plan of Reorganization (the "Agreement and Plan of Reorganization") dated April 11, 1990, providing for certain representations, warranties and agreements in connection with the transactions contemplated therein; and

WHEREAS, the respective Boards of Directors of Lucas and the Constituent Corporations deem it advisable and in the best interests of Lucas and the Constituent Corporations and in the best interests of the shareholders of Lucas and the Constituent Corporations that NovaSensor be acquired by Lucas through a merger (the "Merger") of Newco with and into NovaSensor.

NOW, THEREFORE, the Constituent Corporations hereby agree as follows:

## ARTICLE I

THE CONSTITUENT CORPORATIONS

1.01 (a) NovaSensor was incorporated under the laws of the State of California on October 22, 1985.

(b) NovaSensor is authorized to issue an aggregate of 1,415,500 shares of Common Stock, par value \$.01 per share ("NovaSensor Common Stock"), of which 523,896 shares are issued and outstanding as of the date hereof, and 710,000 shares of Preferred Stock, \$.01 par value (the "NovaSensor Preferred Stock"), consisting of 360,000 shares

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of Series A Preferred Stock, par value \$.01 per share (the "Series A Preferred Stock"), of which 360,000 shares are issued and outstanding as of the date hereof, and 350,000 shares of Series B Preferred Stock, par value \$.01 per share (the "Series B Preferred Stock"), of which 250,000 shares are issued and outstanding as of the date hereof.

1.02 (a) Newco was incorporated under the laws of the State of California on March 15, 1990.

(b) Newco is authorized to issue an aggregate of 1,000 shares of Common Stock, \$.01 par value (the "Newco Stock").

(c) On the date hereof, an aggregate of 100 shares of Newco Stock are issued and outstanding and held by Lucas.

## ARTICLE II

### THE MERGER

2.01 (a) This Agreement, along with the certificates attached hereto, shall be filed with the Secretary of State of the State of California pursuant to Section 1103 of the California General Corporation Law. Upon such filings, the Merger shall become effective (the time of such effectiveness being referred to herein as the "Effective Time of the Merger").

(b) At the Effective Time of the Merger, Newco shall be merged with and into NovaSensor and the separate corporate existence of Newco shall thereupon cease. NovaSensor shall be the surviving corporation in the Merger and the separate corporate existence of NovaSensor, with all its purposes, objects, rights, privileges, powers, immunities and franchises, shall continue unaffected and unimpaired by the Merger.

2.02 (a) The Surviving Corporation shall succeed to all of the rights, privileges, powers, immunities and franchises of Newco, all of the properties and assets of Newco, and all of the debts, choses in action and other interests due or belonging to Newco, and the Surviving Corporation shall be subject to, and responsible for, all of the debts, liabilities and obligations of Newco with the effect set forth in the California General Corporation Law.

(b) If, at any time after the Effective Time of the Merger, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of Newco acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or to otherwise carry out this Agreement, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver, in the name and on behalf of the Constituent Corporations or otherwise, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of the Constituent Corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or to otherwise carry out this Agreement.

### ARTICLE III

#### ARTICLES OF INCORPORATION, BY-LAWS, AND DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION

3.01 The Articles of Incorporation of NovaSensor in effect immediately prior to the Effective Time of the Merger shall be the Articles of Incorporation of the Surviving Corporation, unless and until amended as provided by law and such Articles of Incorporation.

3.02 The By-Laws of NovaSensor in effect immediately prior to the Effective Time of the Merger shall be the By-Laws of the Surviving Corporation, unless and until amended as provided by law, the Articles of Incorporation of the Surviving Corporation and such By-Laws.

3.03 The directors and officers of Newco immediately prior to the Effective Time of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been elected or until otherwise provided by law, the Articles of Incorporation of the Surviving Corporation and the By-laws of the Surviving Corporation.

#### ARTICLE IV

##### MANNER AND BASIS OF CONVERTING SHARES OF THE CONSTITUENT CORPORATIONS

4.01 (a) At the Effective Time of the Merger and by virtue of the Merger and without any action on the part of the holder thereof, each share of NovaSensor Common Stock (other than Dissenting Shares (as defined in Section 4.02 hereof)) which is outstanding as of the Effective Time of the Merger and which is not then subject to repurchase by NovaSensor pursuant to the terms of the NovaSensor Employee Stock Purchase Plan or the Restricted Stock Purchase Agreements entered into thereunder (collectively the "Employee Stock Documents") shall be converted into and exchanged for, and each of the holders thereof shall be entitled to receive, the amount of \$6.65 per share in cash, without interest thereon (the "Common Stock Merger Consideration").

(b) At the Effective Time of the Merger and by virtue of the Merger and without any action on the part of the holder thereof, each share of NovaSensor Common Stock (other than Dissenting Shares) which is outstanding as of the Effective Time of the Merger and which is then subject to repurchase by NovaSensor pursuant to the terms of the Employee Stock Documents (the "Unvested NovaSensor Common Stock") shall be converted into and exchanged for, and each of the holders thereof shall be entitled to receive, the Common Stock Merger Consideration, without interest thereon; provided, however, that pursuant to the Employee Stock Documents, the Common Stock Merger Consideration with respect to the Unvested NovaSensor Common Stock shall be delivered to and held by the Secretary of the Surviving Corporation as escrow agent and thereafter distributed in accordance with the terms of the Employee Stock Documents and the Agreement and Plan of Reorganization.

(c) At the Effective Time of the Merger and by virtue of the Merger and without any action on the part of the holder thereof, each share of NovaSensor Preferred Stock which is outstanding as of the Effective Time of the Merger shall be converted into and exchanged for, and each of the holders thereof shall be entitled to receive, the amount of \$9.00 per share in cash, without interest thereon (the "Preferred Stock Merger Consideration").

(d) At the Effective Time of the Merger and by virtue of the Merger and without any action on the part

of the holder thereof, each share of NovaSensor Common Stock and NovaSensor Preferred Stock which is outstanding as of the Effective Time of the Merger shall be thereupon cancelled and shall be without further rights or obligations, except that the holders of such shares (other than treasury shares) shall be entitled to either:

(1) surrender such shares in exchange for the Common Stock Merger Consideration or the Preferred Stock Merger Consideration, as applicable, in accordance with the terms and conditions contained herein, or

(2) perfect such dissenters' rights as may have been elected in accordance with Chapter 13 of the California General Corporation Law.

4.02 No outstanding shares of NovaSensor Common Stock which are held by shareholders who shall not have voted in favor of the Merger or consented thereto in writing and who shall have made a demand for the purchase of such shares in accordance with and pursuant to Chapter 13 of the California General Corporation Law (the "Dissenting Shares") shall be converted into or exchanged for the right to receive the Common Stock Merger Consideration with respect thereto unless and until such shareholders shall have failed to perfect or effectively withdrawn (with the consent of Lucas or the Surviving Corporation if Lucas or the Surviving Corporation has the right to consent or withhold its consent with respect thereto) or lost their rights to demand such purchase under the California General Corporation Law. If any such holder shall have failed to perfect or effectively withdrawn or lost such right, such NovaSensor Common Stock shall thereupon be deemed to have been converted into and to have become exchangeable for, as of the Effective Time of the Merger, the right to receive the Common Stock Merger Consideration with respect thereto in accordance with the terms and conditions contained herein without any interest thereon.

4.03 At the Effective Time of the Merger and by virtue of the Merger and without any action on the part of the holder thereof, each share of Newco Stock then outstanding shall be converted into and become one validly issued, fully paid and nonassessable share of the Common Stock, par value \$.01 per share, of the Surviving Corporation.

4.04 (a) At the Effective Time of the Merger and by virtue of the Merger and without any action on the part

of the holder thereof, each outstanding stock option under the NovaSensor 1989 Stock Option Plan (each a "Non-Management Stock Option") which was outstanding on April 11, 1990 shall be 100% vested and be converted into and exchanged for, and the holder thereof shall be entitled to receive with respect to each share of the NovaSensor Common Stock which the holder thereof is entitled to purchase thereunder (vested as aforesaid), without the necessity of paying any exercise price under the terms of such Non-Management Stock Option, an amount in cash equal to the excess, if any, of the Common Stock Merger Consideration over the exercise price per share of the NovaSensor Common Stock subject to such Non-Management Stock Option (the "Non-Management Stock Option Consideration"). No payment shall be made in respect of any Non-Management Stock Option having an exercise price equal to or greater than the Common Stock Merger Consideration. The aggregate Non-Management Stock Option Consideration shall be delivered to the Surviving Corporation in trust for the benefit of the holders of Non-Management Stock Options.

(b) At the Effective Time of the Merger and by virtue of the Merger and without any action on the part of the holder thereof, each outstanding stock option under the NovaSensor 1989 Key Employee Stock Option Plan (each a "Management Stock Option") which was outstanding on April 11, 1990 shall be terminated and be converted into and exchanged for, and the holder thereof shall be entitled to receive with respect to each share of NovaSensor Common Stock which the holder thereof was entitled to purchase thereunder (or would have been entitled to purchase thereunder upon vesting of such Management Stock Option 100%), without the necessity of paying any exercise price under the terms of such Management Stock Option, an amount in cash equal to the excess, if any, of the Common Stock Merger Consideration over the exercise price per share of the NovaSensor Common Stock subject to such Management Stock Option (the "Management Stock Option Consideration"). No payment shall be made in respect of any Management Stock Option having an exercise price equal to or greater than the Common Stock Merger Consideration. The Management Stock Option Consideration shall be delivered to the Surviving Corporation in trust for the benefit of the holders of Management Stock Options and thereafter distributed in accordance with the terms of the Agreement and Plan of Reorganization.

(c) At the Effective Time of the Merger and by virtue of the Merger and without any action on the part of the holder thereof, the stock option to acquire shares of a series of convertible preferred stock of NovaSensor

granted to Inabata America Corp., a New York corporation ("Inabata"), pursuant to paragraphs 2 through 6 of the Agreement Regarding Loan, Stock Option, Right of First Refusal and Distributor Agreement Modification dated July 17, 1989 between NovaSensor and Inabata shall be terminated.

(d) At the Effective Time of the Merger and by virtue of the Merger and without any action on the part of the holder thereof, the B-2 and B-3 Warrants to purchase shares of Series B Preferred Stock (the "Warrants") granted to Schlumberger Industries, Inc., a Delaware corporation and the successor by merger to Solartron Electronics, Inc., shall be terminated and be converted into and exchanged for, and the holder thereof shall be entitled to receive with respect thereto, without the necessity of paying any exercise price under the terms of the Warrants, the amount of \$10,000 in cash (the "Warrant Consideration"). The Warrant Consideration shall be delivered to the Surviving Corporation in trust for the benefit of the holder thereof or, at the request of the holder thereof, be delivered directly to such holder.

(e) All programs, arrangements and agreements of NovaSensor providing for the issuance of any shares of the capital stock of NovaSensor (but specifically excluding the escrow arrangements established pursuant to the terms of the Employee Stock Documents) shall terminate as of the Effective Time of the Merger.

4.05 The stock transfer books of NovaSensor shall be closed as of the Effective Time of the Merger, and no transfer of shares of the NovaSensor Common Stock or NovaSensor Preferred Stock shall be made or consummated thereafter except by the Surviving Corporation.

## ARTICLE V

### MISCELLANEOUS

5.01 Prior to the Effective Time of the Merger, Lucas shall appoint a bank or trust company reasonably acceptable to NovaSensor to act as exchange agent for the NovaSensor Common Stock in connection with the Merger and shall make available, through such reasonable procedures as Lucas may adopt, the funds payable pursuant to Article IV.

5.02 This Agreement is being executed and delivered in accordance with the terms of Section 1.01 of the

Agreement and Plan of Reorganization and shall be construed in accordance with the terms thereof.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the date first above written.

NOVASENSOR

By: Derek J Bell  
PRESIDENT

By: Kurt Peterson  
SECRETARY

NOVA ACQUISITION CORP.

By: [Signature]  
PRESIDENT

By: [Signature]  
Secretary



## NOVASENSOR

## OFFICERS' CERTIFICATE

The undersigned, President and Secretary, hereby certify as follows:

1. They are the President and Secretary, respectively, of NovaSensor, a corporation organized under the laws of the State of California ("NovaSensor").

2. NovaSensor has two classes of shares of capital stock, designated Common Stock and Preferred Stock. The total number of outstanding shares of Common Stock is 523,896; the total number of outstanding shares of Series A Preferred Stock is 360,000 and the total number of outstanding shares of Series B Preferred Stock is 250,000. All of such outstanding shares of capital stock were entitled to vote on the merger.

3. The principal terms of the Merger Agreement attached hereto were approved by the corporation by the vote of the Board of Directors and by a number of shares of capital stock which equalled or exceeded the vote required.

4. The percentage vote required was more than 50% of the Common Stock and more than 50% of the Preferred Stock.

*Derek J. Bell*

\_\_\_\_\_  
President

Derek J. Bell

*Kurt Petersen*  
\_\_\_\_\_  
Secretary

Kurt Petersen

Derek J. Bell and Kurt Petersen declare under penalty of perjury under the laws of the State of California that each has read the foregoing certificate and know the contents thereof and that the same is true of his own knowledge.

Dated: April 24<sup>th</sup>, 1990

*Derek J. Bell*

\_\_\_\_\_  
Derek J. Bell

*Kurt Petersen*  
\_\_\_\_\_  
Kurt Petersen

## NOVA ACQUISITION CORP.

## OFFICERS' CERTIFICATE

The undersigned, President and Secretary, hereby certify as follows:

1. They are the President and Secretary, respectively, of Nova Acquisition Corp., a corporation organized under the laws of the State of California ("Nova").

2. Nova has one class of shares of capital stock, designated Common Stock. The total number of outstanding shares of Common Stock is 100, all of which were entitled to vote on the merger.

3. The principal terms of the Agreement attached hereto were approved by the corporation, by the vote of the Board of Directors and by the number of shares of Common Stock which equalled or exceeded the vote required.

4. The percentage vote required was more than 50%.

  
\_\_\_\_\_  
President

John Berkenkamp


  
\_\_\_\_\_  
Secretary

Richard Quirin

John Berkenkamp and Richard Quirin declare under penalty of perjury under the laws of the State of California that each has read the foregoing certificate and know the contents thereof and that the same is true of his own knowledge.

Dated: April 24, 1990

  
\_\_\_\_\_  
John Berkenkamp

  
\_\_\_\_\_  
Richard Quirin

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FILED  
in the office of the Secretary of State  
of the State of California

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*March Fong Eu*  
MARCH FONG EU, Secretary of State

**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
NOVASENSOR**

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We, Derek Bell the President and Kurt Peterson the Secretary of NovaSensor, a corporation duly organized and existing under the laws of the State of California (the "Corporation"), do hereby certify:

1. That they are the President and the Secretary, respectively of NovaSensor, Inc., a California corporation.
2. That the amendment to the Articles of Incorporation has been approved by its Board of Directors.
3. The amendments so approved by the Board of Directors is as follows:  
Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is Lucas NovaSensor, Inc.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with §902 of the Corporation Code. The total number of outstanding shares of the Corporation is ten-thousand (10,000) shares of Common stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).

Each of the undersigned declare under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at Fremont, California on March 1, 1991

  
Derek Bell, President

  
Kurt Peterson, Secretary

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CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

**FILED**  
In the Office of the Secretary of State  
of the State of California

JUN 07 2001

*Bill Jones*  
BILL JONES, Secretary of State

The undersigned certify that:

1. They are the president and the secretary, respectively, of Lucas NovaSensor, Inc., a California corporation.
2. Article 1 of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is NovaSensor Inc.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: June 5, 2001

*John R. Pendergrass, Jr.*  
John R. Pendergrass, Jr., President

*Walter S. Page, III*  
Walter S. Page, III, Secretary

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CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

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in the Office of the Secretary of State  
of the State of California

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*Bill Jones*  
BILL JONES, Secretary of State

The undersigned certify that:

1. They are the President and Assistant Secretary, respectively, of NovaSensor Inc., a California corporation.
2. Article I of the Articles of Incorporation of this Corporation is amended to read as follows:

The name of this Corporation is: **GE NovaSensor Inc.**

3. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of Shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the Corporation is 10,000. The number of shares voting in favor of the Amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATE: 10-23-02

By:

*John R. Pendergrass, Jr.*  
Name: John R. Pendergrass, Jr.  
Its: President, duly authorized

DATE: 10-22-02

By:

*James R. Billingsley, Jr.*  
Name: James R. Billingsley, Jr.  
Its: Assistant Secretary, duly authorized

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**FILED**In the office of the Secretary of State  
of the State of California

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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:

"GE NOVASENSOR INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "GE INFRASTRUCTURE SENSING, INC." UNDER THE NAME OF "GE INFRASTRUCTURE SENSING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2005, AT 4:09 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2005, AT 11:59 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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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3707145

DATE: 02-25-05

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CERTIFICATE OF MERGER  
MERGING  
GE NOVASENSOR INC.  
WITH AND INTO  
GE INFRASTRUCTURE SENSING, INC.

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law, the undersigned corporation DOES HEREBY CERTIFY AS FOLLOWS:

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

<u>Name</u>	<u>State of Incorporation</u>
GE Infrastructure Sensing, Inc.	Delaware
GE NovaSensor Inc.	California

SECOND: That an Agreement and Plan of Reorganization and Merger (the "Merger Agreement") dated as of February 25, 2005 between GE NovaSensor Inc. ("NovaSensor") and GE Infrastructure Sensing, Inc. ("Infrastructure") setting forth the terms and conditions of the merger of NovaSensor with and into Infrastructure, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law.

THIRD: That the name of the surviving corporation (the "Surviving Corporation") shall be "GE Infrastructure Sensing, Inc.," a Delaware corporation.

FOURTH: That the certificate of incorporation of Infrastructure in effect immediately preceding the merger shall be the certificate of incorporation of the Surviving Corporation.

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

1100 Technology Park Drive  
Billerica, MA 01821

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

SEVENTH: Prior to the merger, GE NovaSensor, Inc. had 10,000 shares outstanding at \$0.01 all of which will be cancelled as per the terms of the Merger Agreement.

EIGHT: This Certificate of Merger shall become effective at 11:59 p.m. on February 28, 2005.



FEB-28-2005 14:32

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FEB-25-2005 14:53

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IN WITNESS WHEREOF, GE Infrastructure Sensing, Inc. has caused this  
Certificate of Merger to be executed in its name this 25<sup>th</sup> day of February 2005.

GE INFRASTRUCTURE SENSING, INC.

By

  
Name: Andrew Cartledge  
Title: Vice President