

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/01/2002
CONVEYING PARTY DATA	
Name	Execution Date
FLIR Systems-Boston, Inc.	08/01/2002
RECEIVING PARTY DATA	
Name:	FLIR Systems, Inc.
Street Address:	16 Esquire Road
City:	North Billerica
State/Country:	MASSACHUSETTS
Postal Code:	01862-2598
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6845913
CORRESPONDENCE DATA	
Fax Number:	(714)202-3138
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(214) 651-5759
Email:	occtemp1@haynesboone.com
Correspondent Name:	Haynes and Boone LLP
Address Line 1:	2323 Victory Avenue
Address Line 2:	Suite 700
Address Line 4:	Dallas, TEXAS 75219-7673
ATTORNEY DOCKET NUMBER:	70052.391 (FLIR_009)
NAME OF SUBMITTER:	Greg J. Michelson
Total Attachments: 5 source=FLIR_006_Assignment_373#page1.tif source=FLIR_006_Assignment_373#page2.tif source=FLIR_006_Assignment_373#page3.tif source=FLIR_006_Assignment_373#page4.tif source=FLIR_006_Assignment_373#page5.tif	

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**CERTIFICATE OF MERGER
OF
FLIR SYSTEMS-BOSTON, INC.
INTO
FLIR SYSTEMS, INC.**

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

NAME

STATE OF INCORPORATION

FLIR Systems-Boston, Inc.
FLIR Systems, Inc.

Delaware
Oregon

SECOND: That an Agreement of Merger and Plan of Reorganization ("Agreement") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is FLIR Systems, Inc., an Oregon corporation.

FOURTH: That the Articles of Incorporation of FLIR Systems, Inc., an Oregon corporation, which is the surviving corporation, shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement is on file at an office of the surviving corporation, the address of which is 16505 SW 72nd Avenue, Portland, Oregon, 97224.

SIXTH: That a copy of the Agreement will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That FLIR Systems, Inc., survives the merger and may be served with process in the state of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 16505 SW 72nd Avenue, Portland, Oregon 97224, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

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

Dated: August 1, 2002

FLIR Systems, Inc.

By /s/ James A. Fitzhenry
James A. Fitzhenry, Secretary



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone: (503) 986-2200
Fax: (503) 378-4381
www.sos.state.or.us/corporation/corphp.htm

AW SERVICES, INC.
222 SW COLUMBIA STE 1800
PORTLAND OR 97201-6618

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503) 986-2200. Please refer to the registration number listed below. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503) 986-2317 with your Visa or MasterCard number.

Document

ARTICLES OF MERGER

Filed On

08/01/2002

Name of Survivor

FLIR SYSTEMS, INC.

Reg. No.

127089-17

Type

DOM BUS CORP

Juris

OR

Name(s) of Non Survivor(s)

FLIR SYSTEMS-BOSTON, INC.

Reg. No.**Type****Juris**

DE

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FILED

AUG 01 2002

**OREGON
SECRETARY OF STATE**

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN MERGER is made as of this 1st day of August, 2002 by and between FLIR Systems, Inc., an Oregon corporation ("FLIR"), and FLIR Systems-Boston, Inc., a Delaware corporation ("FLIR-BOSTON"). FLIR and FLIR-BOSTON are hereinafter sometimes called the "Constituent Corporations."

The Boards of Directors of each of the Constituent Corporations deem it advisable and generally in the best interests of each, and the owners of their shares, to merge FLIR-BOSTON and FLIR, pursuant to the applicable provisions of the Oregon Business Corporation Act and the General Corporation Law of Delaware. Therefore, the parties hereby agree that FLIR-BOSTON shall, as of the effective date, be merged into FLIR, which shall be the surviving corporation (the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and the parties do hereby adopt and agree to the terms and conditions relating to the merger as follows:

ARTICLE 1.

**NAME OF SURVIVING CORPORATION,
ARTICLES OF INCORPORATION, BYLAWS,
DIRECTORS AND OFFICERS**

- 1.1 The corporation which shall survive the merger is FLIR.
- 1.2 The Articles of Incorporation of FLIR shall continue after the effective date as the Articles of Incorporation of the Surviving Corporation until further amended as provided by law.
- 1.3 The Bylaws of FLIR shall continue after the effective date as the Bylaws of the Surviving Corporation until further amended as provided by law.
- 1.4 The directors of FLIR immediately prior to the time the merger becomes effective shall continue as the directors of the Surviving Corporation, and shall serve until their successors are duly elected and qualified.
- 1.5 The officers of FLIR immediately prior to the time the merger becomes effective shall continue as the officers of the Surviving Corporation, and shall serve until their successors are duly elected and qualified.

ARTICLE 2.

DISPOSITION OF SHARES

- 2.1 The authorized capital stock of FLIR-BOSTON consists of 1,000 shares of Common Stock, \$0.01 par value per share. 1,000 shares of Common Stock (all of which are held beneficially and of record by FLIR) have been issued and are outstanding at the date hereof.

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2.2 The authorized capital stock of FLIR consists of 30,000,000 shares of Common Stock, no par value per share and 10,000,000 shares of Preferred Stock, \$0.01 par value per share.

2.3 Each share of Common Stock of FLIR-BOSTON outstanding immediately prior to the effective date shall be canceled without consideration as of the effective date.

2.4 Each share of the Common Stock of FLIR outstanding immediately prior to the effective date shall remain outstanding as of the effective date.

ARTICLE 3.

APPROVAL AND EFFECTIVE DATE

3.1 After the execution and delivery of this Agreement by the Boards of Directors of each of the Constituent Corporations and if the merger is not thereafter abandoned or terminated pursuant to Article 5 of this Agreement, the Articles of Merger incorporating and otherwise containing provisions in harmony with this Agreement shall be executed in duplicate original form on behalf of each of the Constituent Corporations by its President and Secretary, and shall be delivered for filing with the appropriate officer in the State of Oregon and State of Delaware.

3.2 Shareholder approval is not required pursuant to the Oregon Business Corporation Act or the General Corporation Law of Delaware.

3.3 This Agreement and the merger contemplated hereby shall become effective upon the filing of the Articles of Merger pursuant to the Oregon Corporation Business Act and the General Corporation Law of Delaware.

ARTICLE 4.

EFFECTS OF THE MERGER

At and after the effective date of the merger, FLIR shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the parties hereto; all debts due to FLIR-BOSTON on whatever account shall be vested in FLIR; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the parties hereto shall be as effectively the property of FLIR as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in FLIR-BOSTON shall not revert or be in any way impaired by reason of merger, but shall be vested in FLIR; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to FLIR and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and FLIR shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

ARTICLE 5.
ABANDONMENT

This merger may be abandoned or terminated on or before the date the Articles of Merger are filed with the appropriate officers of the State of Oregon and the State of Delaware by mutual agreement of the Boards of Directors of the Constituent Corporations.

Each of the Constituent Corporations has caused this Agreement of Merger and Plan of Reorganization to be executed by its authorized officers as of the day and year first above written.

FLIR SYSTEMS, INC.,
an Oregon corporation

By: _____

Earl R. Lewis, President

By: _____

James A. Fitzhenry, Secretary

FLIR SYSTEMS BOSTON, INC.,
a Delaware corporation

By: _____

Earl R. Lewis, President

By: _____

James A. Fitzhenry, Secretary