

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																														
NATURE OF CONVEYANCE:	Merger, Change of Name																														
CONVEYING PARTY DATA																															
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CH \$560.00 6251250

CORRESPONDENCE DATA**Fax Number:** 4805392100*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.***Phone:** 4805392102**Email:** melody.hillman@us.tel.com**Correspondent Name:** Melody Hillman**Address Line 1:** 2545 W. Frye Road, Suite 1**Address Line 4:** Chandler, ARIZONA 85224**ATTORNEY DOCKET NUMBER:**

TEN-000

NAME OF SUBMITTER:

Eric Strang

Total Attachments: 5

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Delaware

PAGE 1

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 MERGER, WHICH MERGES:

"SUB NEXX, INC.", A DELAWARE CORPORATION,
WITH AND INTO "NEXX SYSTEMS, INC." UNDER THE NAME OF "TEL NEXX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MAY, A.D. 2012, AT 3:50 O'CLOCK P.M.

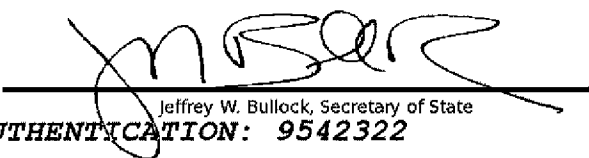
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE AND KENT COUNTY RECORDER OF DEEDS.



3412758 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9542322

DATE: 05-01-12

PATENT
REEL: 029093 FRAME: 0859

**CERTIFICATE OF MERGER
FOR THE MERGER OF SUB NEXX, INC.
WITH AND INTO
NEXX SYSTEMS, INC.**

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:50 PM 05/01/2012
FILED 03:50 PM 05/01/2012
SRV 120495848 - 3412758 FILE

Pursuant to Sections 103 and 251 of the
General Corporation Law of the State of Delaware

NEXX Systems, Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of SUB NEXX, Inc., a Delaware corporation ("Merger Sub"), with and into the Company, with the Company continuing as the surviving corporation of the Merger:

- FIRST: The Company and Merger Sub are the constituent corporations in the Merger, and each is a corporation incorporated pursuant to the laws of the State of Delaware.
- SECOND: An Agreement and Plan of Merger (the "Merger Agreement"), has been approved, adopted, executed and acknowledged by each of the Company and Merger Sub in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware and, with respect to the Company, by the written consent of the Company's stockholders in accordance with Section 228 of the General Corporation Law of the State of Delaware, and with respect to Merger Sub, by the written consent of the sole stockholder in accordance with Section 228 of the General Corporation Law of the State of Delaware.
- THIRD: The surviving corporation of the Merger shall be the Company (the "Surviving Corporation"). The name of the Surviving Corporation shall be TEL NEXX, Inc.
- FOURTH: Upon the effectiveness of the Merger, the Certificate of Incorporation of the Company in effect immediately prior to the Merger shall be amended and restated to read in its entirety as set forth in Attachment A attached hereto, and, as so amended, shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation.
- FIFTH: The executed Merger Agreement is on file at the office of the Surviving Corporation at 900 Middlesex Turnpike, Bldg. 6, Billerica, MA USA 01821-3929.
- SIXTH: A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.
- SEVENTH: The Merger shall be effective upon filing of this Certificate of Merger.

IN WITNESS WHEREOF, NEXX Systems, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer as of the 1st day of May, 2012.

NEXX SYSTEMS, INC.

By: /s/ Thomas M. Walsh

Thomas M. Walsh

President and Chief Executive Officer

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

TEL NEXX, INC.

FIRST: The name of the corporation is TEL NEXX, Inc. (the "Corporation").

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware, hereby.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock and the par value of each of such shares is \$0.001.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the board of directors (the "Board").

(2) The Board, without the prior consent of the stockholders, shall have concurrent power with the stockholders to adopt, alter, amend, change, add to or repeal the by-laws of the Corporation (the "By-Laws").

(3) The number of directors of the Corporation shall be fixed from time to time in the manner provided in the By-Laws. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) To the fullest extent permitted by the General Corporation Law of the State of Delaware, as amended from time to time (the "DGCL"), no director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article FIFTH, subsection (4) shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon it, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the DGCL, this amended and restated certificate of incorporation (the "Certificate"), and the By-Laws; provided,

however, that no By-Laws or amendments thereto hereafter adopted shall invalidate any prior act of the Board which would have been valid if such By-Laws or amendments thereto had not been adopted.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the By-Laws of the Corporation.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.