



document should be mailed:

COLLEN IP  
Intellectual Property Law, P.C.  
The Holyoke-Manhattan Building  
80 South Highland Avenue  
Town of Ossining  
Westchester County, New York 10562

6. Total number of registrations involved: 1

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7. Total fee (37 CFR 3.41) \$40.00

- Enclosed
  - Authorized to be charged to deposit account
  - Already submitted
- 

8. Deposit account number:  
03-2465

(Attach duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

9. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jane F. Collen		September 24, 2003
Name of person signing	Signature	Date

Total number of pages comprising cover sheet, attachments and documents: 8

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JMC/MC

NOTE: IF THERE IS ANY FEE DUE AT THIS TIME, PLEASE CHARGE IT TO OUR DEPOSIT ACCOUNT NO. 03-2465 AND ADVISE.

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, 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:

"ADVANCE MEPCO CENTRALAB, INC.", A DELAWARE CORPORATION,

"ADVANCE TRANSFORMER DISTRIBUTION CORP.", A DELAWARE

CORPORATION,

"AMPEREX ELECTRONIC CORPORATION", A DELAWARE CORPORATION,

"CSD, INC.", A DELAWARE CORPORATION,

"DIALIGHT CORPORATION", A DELAWARE CORPORATION,

"FORESTVILLE INDUSTRIES, INC.", A DELAWARE CORPORATION,

"INTERCONICS, INC.", A DELAWARE CORPORATION,

"MEPCO/CENTRALAB SALES CORP.", A DELAWARE CORPORATION,

"NORELCO SERVICE, INC.", A DELAWARE CORPORATION,

"NORTH AMERICAN PHILIPS LIGHTING CORPORATION", A DELAWARE CORPORATION,

"NORTH AMERICAN PHILIPS SMD TECHNOLOGY, INC.", A DELAWARE CORPORATION,

"PHILIPS BUSINESS SYSTEMS, INC.", A DELAWARE CORPORATION,

"PHILIPS ELECTRONIC INSTRUMENTS, INC.", A DELAWARE CORPORATION,



  
Edward J. Freel, Secretary of State

0940130 8100M  
971151395

AUTHENTICATION: 8457784  
05-08-97

DATE:

TRADEMARK  
REEL: 002769 FRAME: 0323

*State of Delaware*  
*Office of the Secretary of State*      PAGE 2

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"PHILIPS PERIPHERALS, INC.", A DELAWARE CORPORATION,

"PHILIPS SUBSYSTEMS AND PERIPHERALS, INC.", A DELAWARE CORPORATION,

"PHILIPS TEST & MEASURING INSTRUMENTS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "NORTH AMERICAN PHILIPS CORPORATION" UNDER THE NAME OF "NORTH AMERICAN PHILIPS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1987, AT 10 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

0940130 8100M  
971151395

DATE: 8457784  
05-08-97  
TRADEMARK

REEL: 002769 FRAME: 0324

877364197

FILED

DEC 30 1997

10 AM

*Michael H. Williams*  
SECRETARY OF STATE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ADVANCE MEPCO CENTRALAB, INC.  
ADVANCE TRANSFORMER DISTRIBUTION CORP.  
AMPREX ELECTRONIC CORPORATION  
CSD, INC.

DIALIGHT CORPORATION  
FORESTVILLE INDUSTRIES, INC.  
INTERCONICS, INC.

MEPCO/CENTRALAB SALES CORP.  
NOELCO SERVICE, INC.

NORTH AMERICAN PHILIPS LIGHTING CORPORATION  
NORTH AMERICAN PHILIPS SMD TECHNOLOGY, INC.  
PHILIPS BUSINESS SYSTEMS, INC.  
PHILIPS ELECTRONIC INSTRUMENTS, INC.  
PHILIPS PERIPHERALS, INC.  
PHILIPS SUBSYSTEMS AND PERIPHERALS, INC.  
AND  
PHILIPS TEST & MEASURING INSTRUMENTS, INC.

INTO

NORTH AMERICAN PHILIPS CORPORATION

\* \* \* \* \*

North American Philips Corporation , a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on October 16, 1959, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this Corporation owns all of the outstanding shares of the stock of each of the merging Corporations. The state and date of incorporation of each of the merging Corporations is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>	<u>DATE OF INCORPORATION</u>
Advance Mepco Centralab, Inc.	Delaware	September 11, 1979
Advance Transformer Distribution Corp.	Delaware	March 9, 1984
Amperex Electronic Corporation	Delaware	January 31, 1957
CSD, Inc.	Delaware	December 30, 1980
Dialight Corporation	Delaware	December 3, 1981
Forestville Industries, Inc.	Delaware	March 11, 1957
Interconics, Inc.	Delaware	March 10, 1986
Mepco/Centralab Sales Corp.	Delaware	August 5, 1985
Norelco Service, Inc.	Delaware	March 1, 1965
North American Philips Lighting Corporation	Delaware	June 28, 1982
North American Philips SMD Technology, Inc.	Delaware	February 7, 1984
Philips Business Systems, Inc.	Delaware	August 19, 1969
Philips Electronic Instruments, Inc.	Delaware	August 15, 1974
Philips Peripherals, Inc.	Delaware	December 10, 1981
Philips Subsystems and Peripherals, Inc.	Delaware	April 6, 1984
Philips Test & Measuring Instruments, Inc.	Delaware	June 23, 1972

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 16th day of December, 1987, determined to and did merge into itself Advance Mepco Centralab, Inc., Advance Transformer Distribution Corp., Amperex Electronic Corporation, CSD, Inc., Dialight Corporation, Forestville Industries, Inc., Interconics, Inc., Mepco/Centralab Sales Corp., Norelco Service, Inc., North American Philips Lighting Corporation, North American Philips SMD Technology, Inc., Philips Business Systems, Inc., Philips Electronic Instruments, Inc., Philips Peripherals, Inc., Philips Subsystems and Peripherals, Inc. and Philips Test & Measuring Instruments, Inc.

RESOLVED, that North American Philips Corporation merge, and it hereby does merge into itself Advance Mepco Centralab, Inc., Advance Transformer Distribution Corp., Amperex Electronic Corporation, CSD, Inc., Dialight Corporation, Forestville Industries, Inc., Interconics, Inc., Mepco/Centralab Sales Corp., Norelco Service, Inc., North American Philips Lighting Corporation, North American Philips SMD Technology, Inc., Philips Business Systems, Inc., Philips Electronic Instruments, Inc., Philips Peripherals, Inc., Philips Subsystems and Peripherals, Inc. and Philips Test & Measuring Instruments, Inc., and assumes all of their obligations; and

FURTHER RESOLVED, that the merger shall become effective on January 1, 1988.

FURTHER RESOLVED, that the proper officers of this Corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Advance Mepco Centralab, Inc., Advance Transformer Distribution Corp., Amperex Electronic Corporation, CSD, Inc., Dialight Corporation, Forestville Industries, Inc., Interconics, Inc., Mepco/Centralab Sales Corp., Norelco Service, Inc., North American Philips Lighting Corporation, North American Philips SMD Technology, Inc., Philips Business Systems, Inc., Philips Electronic Instruments, Inc., Philips Peripherals, Inc., Philips Subsystems and Peripherals, Inc. and Philips Test & Measuring Instruments, Inc. and assume their liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be amended or terminated and abandoned by the Board of Directors of North American Philips Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said North American Philips Corporation has caused this certificate to be signed by Samuel J. Rozel, its Vice President and attested by Edward J. Goldstein, its Assistant Secretary, this 16th day of December, 1987.

NORTH AMERICAN PHILIPS CORPORATION

By   
Samuel J. Rozel  
Vice President

ATTEST:

By   
Edward J. Goldstein,  
Assistant Secretary