

12-22-2000

TRADEMARK



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RECORDATION FORM COVER SHEET

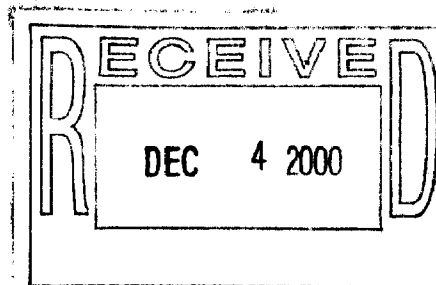
12-4-00

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

Please record the attached original documents or copy thereof:

1. Name and address of conveying party(ies):

MICROVISION CORP.
a Minnesota corporation
7600 Quattro Drive
Chanhassen, Minnesota 55317-9307



2. Name and address of receiving party(ies):

ELECTRO SCIENTIFIC INDUSTRIES, INC.
an Oregon corporation
13900 NW Science Park Drive
Portland, Oregon 97229

3. Nature of conveyance: Merger

Execution Date: November 16, 2000

4. Registration number(s):

A. Registration No.: 1,625,711
Mark: MICROVISION
Filing Date: December 4, 1990

5. Name and address of party to whom correspondence concerning document should be mailed:

Jere M. Webb
Stoel Rives LLP
900 SW Fifth Avenue, Suite 2300
Portland, Oregon 97204
(503) 224-3380

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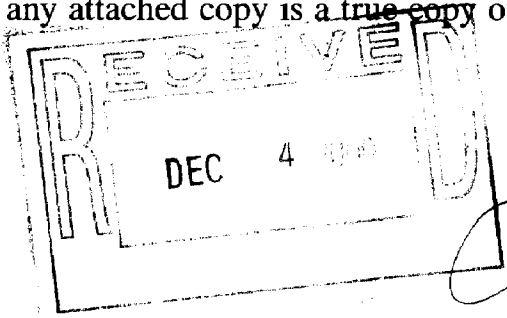
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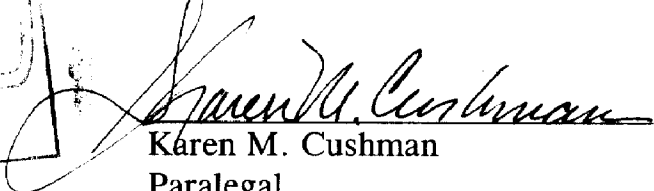
Date: December 1, 2000
TRADEMARK

REEL: 002197 FRAME: 0587

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41): \$40.00
8. The Commissioner is hereby authorized to charge any additional fees which may be required in connection with the recording of this document or to credit any overpayment to Deposit Account No. 19-4455.
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.



Respectfully submitted,


Karen M. Cushman
Paralegal

Total number of pages comprising cover sheet and conveyance: 6

Date: December 1, 2000
STOEL RIVES LLP
900 SW Fifth Avenue, Suite 2600
Portland, Oregon 97204-1268
Telephone: (503) 224-3380
Attorney Docket No. 26860/33

5L-428

State of Minnesota**SECRETARY OF STATE****CERTIFICATE OF MERGER**

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

**MN: MICRO VISION CORP.
OR: ELECTRO SCIENTIFIC INDUSTRIES, INC.**

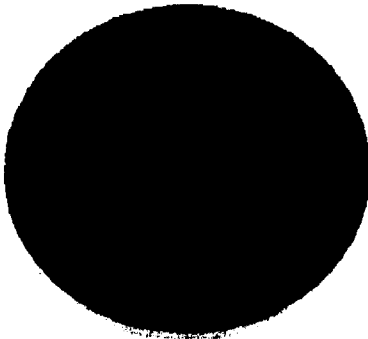
State of Formation and Name of Surviving Entity:

OR: ELECTRO SCIENTIFIC INDUSTRIES, INC.

Name of Surviving Entity After Effective Date of Merger:

ELECTRO SCIENTIFIC INDUSTRIES, INC.

This certificate has been issued on November 22, 2000



Mary Kiffmeyer
Secretary of State

52-428

ARTICLES OF MERGER

OF

MICROVISION CORP.

AND

ELECTRO SCIENTIFIC INDUSTRIES, INC.

To the Secretary of State
State of Minnesota

Pursuant to the provisions of the Minnesota Business Corporation Act governing the merger of a domestic wholly-owned subsidiary corporation for profit into its foreign parent corporation for profit, the foreign parent corporation hereinafter named does hereby adopt the following Articles of Merger.

1. The following is the Plan of Merger for merging MicroVision Corp. ("Subsidiary") into Electro Scientific Industries, Inc. ("Parent") as set forth in a resolution approved by the affirmative vote of the Board of Directors of Parent under the provisions of Section 302A.621 of the Minnesota Business Corporation Act and pursuant to the applicable provisions of the laws by which it is governed.

1. Corporations to be Merged.

a. The name of the subsidiary corporation is MicroVision Corp., a Minnesota corporation ("Subsidiary").

b. The name of the parent corporation owning all of the outstanding shares of Subsidiary is Electro Scientific Industries, Inc., an Oregon corporation ("Parent").

2. Surviving Corporation. At such time as Articles of Merger relating to the merger has been filed with the Secretary of State of Minnesota and the Secretary of State of Oregon or at such later time as may be specified in the Articles of Merger (the "Effective Time"), Subsidiary shall be merged with and into Parent, the separate corporate existence of Subsidiary shall cease, and Parent shall be the surviving corporation.

3. Cancellation of Shares of Subsidiary in Merger. At the Effective Time, all of the outstanding shares of capital stock of Subsidiary shall be canceled.

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Form 42-4279771.1 0026860-00001

MN BC D-ARTICLES OF MERGER S-P D-P 08/97-4 (1/467)

2. Parent does hereby agree that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of Subsidiary and Parent; and does hereby irrevocably appoint the Secretary of State of the State of Minnesota as its agent to accept service of process in any proceeding. The address to which process may be forwarded is:

13900 NW Science Park Drive
Portland, OR 97229

3. The merger of Subsidiary into Parent shall become effective in the State of Minnesota on the date on which the Secretary of State of the State of Minnesota files these Articles of Merger.

I certify that I am authorized to execute this document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in Section 609.48, Minnesota Statutes as if I had signed this document under oath.

Executed on: Nov. 16, 2000.

ELECTRO SCIENTIFIC INDUSTRIES, INC.


By: Joseph L. Reinhart, Secretary

EXHIBIT A

**PLAN OF MERGER
OF
MICROVISION CORP.
WITH AND INTO
ELECTRO SCIENTIFIC INDUSTRIES, INC.**

1. Corporations to be Merged.

a. The name of the subsidiary corporation is MicroVision Corp., a Minnesota corporation ("Subsidiary").

b. The name of the parent corporation owning all of the outstanding shares of Subsidiary is Electro Scientific Industries, Inc., an Oregon corporation ("Parent").

2. Surviving Corporation. At such time as Articles of Merger relating to the merger has been filed with the Secretary of State of Minnesota and the Secretary of State of Oregon or at such later time as may be specified in the Articles of Merger (the "Effective Time"), Subsidiary shall be merged with and into Parent, the separate corporate existence of Subsidiary shall cease, and Parent shall be the surviving corporation.

3. Cancellation of Shares of Subsidiary in Merger. At the Effective Time, all of the outstanding shares of capital stock of Subsidiary shall be canceled.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV 22 2000

Mary Hoffmeyer
Secretary of State

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