MRD 6-29-98

07-09-1998

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RECEIVED JUN 29

Commissioner of Patents and Tra **ached original documents or copy thereof**

1. Name of conveying party(ies):

Fisher Scientific Company
Liberty Lane
Hampton, New Hampshire 03842

___ Individual(s)
___ Association
___ General Partnership
___ Limited Partnership
_X_ Corporation-State: Delaware
___ Other

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

Fisher Scientific Company L.L.C.
Liberty Lane
Hampton, New Hampshire 03842

___ Individual(s) citizenship:
___ Association:
___ General Partnership:
___ Limited Partnership:
___ Corporation-State:
_X_ Other: Limited Liability Company-Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached:
___ Yes ___ No
(Designations must be a separate document)
Additional name(s) & address(es) attached?
___ Yes _X_ No

3. Nature of conveyance:

__ Assignment _x_ Merger
___ Security Agreement ___ Change of Name
___ Other:

Execution Date: January 20, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,900,464
1,900,463

Additional numbers attached? __ Yes _X_ No

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

Michael D. Fishman
Rader, Fishman & Grauer
1533 North Woodward Avenue
Suite 140
Bloomfield Hills, Michigan 48304
(248) 594-0600

6. Total number of applications and registrations involved: two (2)

7. Total fee (37 CFR 3.41).....$65.00
___ Enclosed

_X_ Authorized to be charged to deposit account.

8. Deposit Account Number: 18-0013
(Attach duplicate copy of this page if using deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
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.

Michael D. Fishman — Name
Signature
6-26-98 — Date

Total number of pages comprising cover sheet 5

07/08/1998 JWATKINS 00000319 180013 1900464
01 FC:481 40.00 CH
02 FC:482 25.00 CH

R0030862

State of Delaware

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"FISHER SCIENTIFIC COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "FISHER SCIENTIFIC COMPANY L.L.C." UNDER THE NAME OF "FISHER SCIENTIFIC COMPANY L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF JANUARY, A.D. 1998, AT 9 O'CLOCK A.M.

2843977 8100M

981168910

Edward J. Freel, Secretary of State

9065581

AUTHENTICATION:

05-06-98

DATE:

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/20/1998
981021699 - 2843977

CERTIFICATE OF MERGER

OF

FISHER SCIENTIFIC COMPANY
a Delaware corporation

INTO

FISHER SCIENTIFIC COMPANY L.L.C.
a Delaware limited liability company

The undersigned, Fisher Scientific Company L.L.C., a Delaware limited liability company formed and existing under and by virtue of the Delaware Limited Liability Company Act (the "Act"), hereby certifies as follows:

FIRST: The name and jurisdiction of formation or organization of each of the constituent business entities which is to merge are as follows:

Name	Jurisdiction
Fisher Scientific Company (the "Merging Corporation")	Delaware
Fisher Scientific Company L.L.C. (the "Surviving LLC")	Delaware

SECOND: An Agreement and Plan of Merger providing for the merger of the Merging Corporation with and into the Surviving LLC has been approved, adopted, certified, executed and acknowledged in accordance with Section 264 of the Delaware General Corporation Law and in accordance with Section 18-209 of the Act by each of the constituent business entities.

THIRD: The name of the surviving Delaware limited liability company is "Fisher Scientific Company L.L.C."

FOURTH: The merger of the Merging Corporation with and into the Surviving LLC shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The executed Agreement and Plan of Merger is on file at a place of business of the Surviving LLC located at Liberty Lane, Hampton, New Hampshire 03842.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving LLC, on request and without cost, to any member of the Surviving LLC and to any stockholder of the Merging Corporation.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed by the undersigned as a duly authorized person of the Surviving LLC as of the 20th day of January, 1998.

FISHER SCIENTIFIC COMPANY L.L.C.

By: Fisher Scientific Company,
its Manager

By: _____
Name: Todd M. DuChene
Title: Vice President

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