

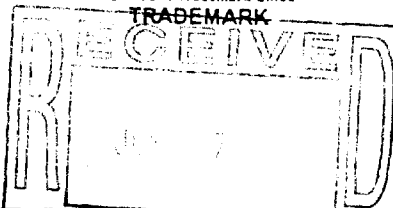
06-14-1999



101063942

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

6-7-99

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
12311998
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Boehringer Mannheim Corporation

Execution Date
Month Day Year
12111998

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Indiana

Receiving Party

Mark if additional names of receiving parties attached

Name Roche Diagnostic Corporation

DBA/AKA/TA _____

Composed of Roche Diagnostic Systems, Inc. & Boehringer Mannheim Corporation

Address (line 1) 9115 Hague Road

Address (line 2) PO Box 50528

Address (line 3) Indianapolis

Indiana

46250-0528

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Indiana

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

FOR OFFICE USE ONLY

06/11/1999 DNGUYEN 00000199 082520 1851026

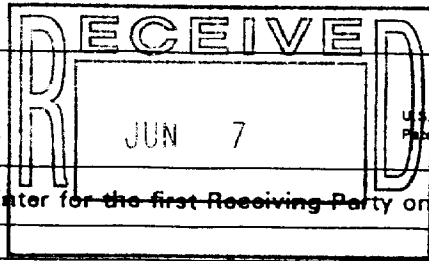
40E

01 FC:481 40.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001911 FRAME: 0730



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name []
Address (line 1) []
Address (line 2) []
Address (line 3) []
Address (line 4) []

Correspondent Name and Address

Area Code and Telephone Number

9732352122

Name [Lorraine M. Anderson, Esq.]
Address (line 1) [Hoffmann-La Roche Inc.]
Address (line 2) [340 Kingsland St.]
Address (line 3) [Nutley, NJ 07110]
Address (line 4) []

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

7

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

[]	[]	[]	1851026	[]	[]
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

082520

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Lorraine M. Anderson

Name of Person Signing

Lorraine M. Anderson
Signature

6/2/99
Date Signed

FILED

DEC 23 1968

James A. DiEleuterio, Jr.
State Treasurer

CERTIFICATE OF MERGER
OF
Roche Diagnostics Systems, Inc.
INTO
Boehringer Mannheim Corporation

FILED

DEC 27 1968

DiEleuterio, Jr.
State Treasurer

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of 14A:10-7 Corporations, General, of the New Jersey statutes, the undersigned corporations hereby execute the following Certificate of Merger:

1. Roche Diagnostics Systems, Inc. ("RDS"), a corporation organized and existing under the laws of the State of New Jersey and Boehringer Mannheim Corporation ("BMC"), a corporation organized and existing under the laws of Indiana, hereby agrees to the merger of these corporations, with BMC as the surviving corporation and shall be governed by the laws of the State of Indiana.
2. The total authorized capital stock of BMC, the surviving corporation, shall be One Thousand (1,000) shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class as follows:

Corporation	Par Value	Designation and number of Shares in each class or Series outstanding	Shares Entitled to vote	Voted
BMC	none	Common Stock, 1,000 shares	1,000 shares	1,000 in Favor

0 opposed

3. The Plan of Merger, attached hereto, was approved by unanimous consent by the Board of Directors for BMC in the manner prescribed by Indiana Business Corporation Law.

4. The number of outstanding voting shares of each class and series of RDS is as follows:

Corporation	Par Value	Designation and number of Shares in each class or Series outstanding	Shares Entitled to vote	Voted
RDS	none	Common Stock, 100 shares	100 shares	100 in Favor 0 Opposed

5. The Plan of Merger, attached hereto, was approved by unanimous consent by the Board of Directors of RDS in the manner prescribed by the New Jersey Business Corporation Act.

6. The registered address of BMC, the surviving corporation, is 820 Bear Tavern Road, West Trenton, New Jersey 08628 and the name of its registered agent at such address is The Corporation Trust Company.

7. The merger shall become effective as of December 31, 1998.

8. The applicable provisions of the laws of the State of New Jersey under which RDS was organized; and the State of Indiana under which the surviving corporation, BMC, was organized, have been complied with.

IN WITNESS WHEREOF, the undersigned corporations have caused this Certificate of Merger to be executed in its name and by its duly authorized officers as of the 11th day of December 1998.

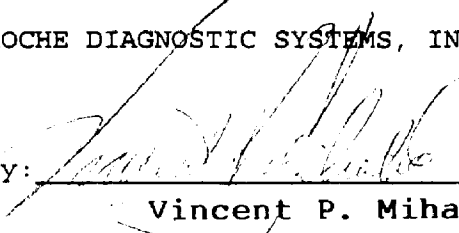
Attest:

Steve A. Oldb

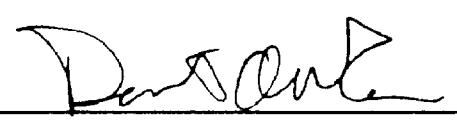
Attest:

Steve A. Oldb

ROCHE DIAGNOSTIC SYSTEMS, INC.

By: 
Vincent P. Mihalik, President

BOEHRINGER MANNHEIM CORPORATION

By: 
Dennert O. Ware, President

**AGREEMENT AND PLAN OF MERGER
OF
ROCHE DIAGNOSTIC SYSTEMS, INC.
INTO
BOEHRINGER MANNHEIM CORPORATION**

AGREEMENT AND PLAN OF MERGER dated December 11, 1998 between Boehringer Mannheim Corporation, an Indiana corporation ("BMC"), and Roche Diagnostic Systems, Inc., a New Jersey corporation ("RDS").

WITNESSETH:

WHEREAS, BMC is a corporation duly organized and existing under the laws of the State of Indiana; and

WHEREAS, RDS is a corporation duly organized and existing under the laws of the State of New Jersey; and

WHEREAS, the Boards of Directors of both BMC and RDS deem it advisable and in the best interests of their respective corporations that RDS be merged with and into BMC; now, therefore, it is agreed that

1. At the Effective Time (as that term is hereinafter defined), and upon the terms and conditions set forth in Section 3 below, RDS shall be merged with and into BMC, with BMC as the surviving corporation in such merger (the "Surviving Corporation").

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Shares entitled to vote</u>
RDS	Common Stock, 100 shares \$1.00 par value	100 shares
BMC	Common Stock, 1,000 shares, no par value	1,000 shares

3. The terms and conditions of the merger are as follows:

A. **Share Cancellation.** In view of the fact that a single shareholder owns all of the issued and outstanding capital stock of BMC and RDS, at the Effective Time each share of the Common Stock, par value \$1.00 per share, of RDS issued and outstanding immediately prior to

the Effective Time shall be automatically canceled and certificates for such shares shall be surrendered and canceled.

B. Articles of Incorporation and By-Laws. The Articles of Incorporation and By-Laws of BMC shall continue as the Articles of Incorporation and By-Laws of the Surviving Corporation; provided, however, that Article 1 of the Articles of Incorporation shall be amended to read; "The name of the Corporation is Roche Diagnostics Corporation."

C. Shares of Surviving Corporation. Each share of the Common Stock, no par value, of BMC issued and outstanding immediately prior to the Effective Time shall continue unchanged as one share of the stock of the Surviving Corporation, without the issuance or exchange of new shares or share certificates.

D. Assets; Liabilities. At the Effective Time, all the property, real and personal, rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action, and every other asset of BMC and RDS shall be transferred to, vest in and devolve upon the Surviving Corporation, without further act or deed, and every interest of BMC and RDS shall be as effectively the property of the Surviving Corporation as they were of BMC and RDS, respectively. The Surviving Corporation shall assume and be liable for all liabilities, obligations, and penalties of BMC and RDS.

E. Directors and Officers. The directors and officers of the Surviving Corporation shall continue unchanged at and after the Effective Time.

F. Abandonment. Notwithstanding the approval and adoption of this Plan and Agreement of Merger by the sole stockholder of either or both BMC and RDS, this Agreement of Merger may be terminated at any time prior to the Effective Time by the Board of Directors of either BMC or RDS.

4. Effective Time. The merger of RDS into BMC shall be effective on December 31, 1998, and for accounting purposes shall be deemed to have occurred as of 11:59 p.m. on such date (the "Effective Time").

IN WITNESS WHEREOF, the undersigned have signed this Agreement as of the date first above written.

BOEHRINGER MANNHEIM CORPORATION

By: /s/ Dennert O. Ware
Name: Dennert O. Ware
Title: President

ROCHE DIAGNOSTIC SYSTEMS, INC.

By: /s/ Vincent P. Mihalik
Name: Vincent P. Mihalik
Title: President

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

BOEHRINGER MANNHEIM CORPORATION

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office on December 23, 1998
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
23rd day of December, 1998



A handwritten signature in black ink, reading "James A. DiEleuterio, Jr." The signature is written in a cursive style with a prominent initial "J" and a flourish at the end.

James A DiEleuterio, Jr.
Treasurer