

8-27-99



To the Commissioner of Patents and Trademarks
1. Name of conveying party(ies):

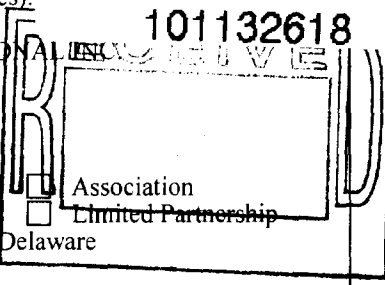
original documents or copy thereof.
address of receiving party(ies):

BIOCHEM INTERNATIONAL

101132618

BIOCHEM, INC.
1265 Grey Fox Road
St. Paul, Minnesota 55112

- Individuals
- General Partnership
- Corporation—State of Delaware
- Other:



Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
- Assignment
 - Merger
 - Security Agreement
 - Change of Name
 - Other:

- Individual(s) citizenship
- General Partnership
- Corporation—State of Delaware
- Other:
- Association
- Limited Partnership

Execution Date: January 11, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached.
 Yes No
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Reg. No.(s)

75/337630

Additional numbers attached? Yes No

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

Name: Sandra Epp Ryan
Address: Merchant & Gould P.C.
3100 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402-4131

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41): \$40
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Sandra Epp Ryan

Name of Person Signing

Signature

8/23/99

Date

08/31/1999 NTHAI1 00000002 75337630

Total number of pages including cover sheet, attachments, and document:

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Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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 MERGER, WHICH MERGES:

"BCI MERGER CORP.", A DELAWARE CORPORATION,

WITH AND INTO "BIOCHEM INTERNATIONAL INC." UNDER THE NAME OF "SIMS BIOCHEM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JANUARY, A.D. 1999, AT 12:45 O'CLOCK P.M.

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



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9514589

DATE: 01-11-99

CERTIFICATE OF MERGER

OF

BCI MERGER CORP.
(a Delaware corporation)

INTO

BIOCHEM INTERNATIONAL INC.
(a Delaware corporation)

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

Biochem International Inc., a Delaware corporation, which desires to merge with BCI Merger Corp., a Delaware corporation, pursuant to the provisions of Section 251(c) of the General Corporation Law of the State of Delaware (the "Merger"), hereby certifies as follows:

FIRST: The names and states of incorporation of the constituent corporations in the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
BCI Merger Corp.	Delaware
Biochem International Inc.	Delaware

SECOND: An Agreement and Plan of Reorganization, dated October 9, 1998, by and among the Constituent Corporations, Smiths Industries, Inc., Smiths Industries plc and certain stockholders of Biochem International Inc. (the "Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251(c) of the General Corporation Law of the State of Delaware.

THIRD: The surviving corporation shall be Biochem International Inc., a Delaware corporation, which shall hereby change its name to SIMS Biochem, Inc. (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of Biochem International Inc., as amended and attached hereto as Exhibit A.

FIFTH: The executed Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is N7 W 22025 Johnson Road, Waukesha, Wisconsin 53186.

SIXTH: A copy of the executed Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

IN WITNESS WHEREOF, Biochem International Inc. has caused this Certificate of Merger to be signed by its President as of this 11th day of January, 1999.

BIOCHEM INTERNATIONAL INC.
a Delaware corporation


By: 
Name: Frank A. Kataraw
Title: President

EXHIBIT A

CERTIFICATE OF INCORPORATION

OF

SIMS BIOCHEM, INC.

FIRST: The name of the corporation is SIMS Biochem, Inc.

SECOND: The registered office of the corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the corporation 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.

FOURTH: The total number of shares which the corporation is authorized to issue is 1000 shares of Common Stock, without par value.

FIFTH: Elections of directors need not be by written ballot.

SIXTH: The original bylaws of the corporation shall be adopted by the initial incorporator named herein. Thereafter the board of directors shall have the power, in addition to the stockholders, to make, alter, or repeal the bylaws of the corporation.

SEVENTH: A director of the corporation shall not be liable to the corporation or 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) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. All references in this paragraph to a director shall also be deemed to refer to such other person or persons, if any, who, pursuant to any provision of this Certificate of Incorporation in accordance with subsection (a) of Section 141 of Title 8 of the Delaware Code, exercise or perform any of the powers or duties otherwise conferred or imposed upon the board of directors by Title 8 of the Delaware Code.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter

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prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

MSA/T1762.1