

03-20-2000

U.S. Department of Commerce
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Document ID #
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Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

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

Receiving Party

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Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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- Individual General Partnership Limited Partnership
- Corporation Association
- Other
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01 FC:401
02 FC:482

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Enter for the first Receiving Party only.

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

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Trade Application Number(s)

Registration Number(s)

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Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

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Method of Payment:

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Deposit Account

Deposit Account

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

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Authorization to charge additional fees:

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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.

R. J. Heher, Esq.
Name of Person Signing


Signature

February 17, 2000
Date Signed

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Witness my hand and seal of the Department of State on APR 30 1999



Special Deputy Secretary of State

DOS-1266 (5/96)

CT-07

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CERTIFICATE OF MERGER

OF

CELERA GENOMICS CORPORATION

INTO

THE PERKIN-ELMER CORPORATION

Under Section 905 of the Business Corporation Law

We, the undersigned, Tony L. White and William B. Sawch, being respectively the Chairman of the Board and Secretary of The Perkin-Elmer Corporation, pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, do hereby certify as follows:

1. The Perkin-Elmer Corporation, a corporation organized under the laws of the State of New York ("Perkin-Elmer"), owns all of the issued and outstanding shares of capital stock of Celera Genomics Corporation, a corporation organized under the laws of the State of Delaware ("Celera").

2. The authorized capital stock of Celera consists of 50,000,000 shares of common stock, par value \$.001 per share, 2,500,000 shares of which are issued and outstanding and owned by Perkin-Elmer, and 1,000,000 shares of preferred stock, par value \$.001 per share, 40,000 of which are issued and outstanding and designated as Series A Preferred Stock and all of which are owned by Perkin-Elmer.

3. (a) The Certificate of Incorporation of Perkin-Elmer was filed by the New York Department of State on December 13, 1939.

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(b) Celera was originally incorporated under the name "United Genomic Technology, Inc." under the laws of the State of Delaware on April 14, 1998. Celera has not filed an application for authority to do business in the State of New York.

(c) The merger is permitted by the provisions of the General Corporation Law of the State of Delaware and is in compliance therewith.

4. The surviving corporation owns all of the outstanding shares of capital stock of the corporation to be merged.

5. The effective date of the merger shall be April 30, 1999.

6. The Plan of Merger was duly adopted by the Board of Directors of Perkin-Elmer on January 21, 1999.

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IN WITNESS WHEREOF, this Certificate has been executed this 27th day of April, 1999 and the statements contained herein are affirmed as true under penalties of perjury.

THE PERKIN-ELMER CORPORATION

By: T. L. White

Tony L. White
Chairman of the Board

William B. Sawch

William B. Sawch
Secretary

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** TOTAL PAGE.05 **

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