

07-26-2000

FORM PTO-1594

SHEET

U.S. DEPARTMENT OF COMMERCE

ONLY

Patent and Trademark Office



101413890

To the Honorable Commissioner of Patents

or copy thereof.

1. Name of conveying party(ies):

Nova Celltrak, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation Connecticut
- Other

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

Name and address of receiving party(ies):

Name: Nova Biomedical Corporation

Internal Address: _____

Street Address: 30 Lindeman Drive

City: Trumbull State: CT ZIP: 06611

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Massachusetts
- Other _____

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 12/17/86

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,124,359

Additional Application/Registration Numbers attached? Yes No

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

Name: Henry H. Skillman

Address: DANN, DORFMAN, HERRELL AND SKILLMAN, P.C.

1601 Market Street, Suite 720

Philadelphia, Pennsylvania 19103-2307

Telephone: (215) 563-4100 Facsimile: (215) 563-4044

6. Total number of applications and registrations involved:.....

1

7. Total Fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. In the event a fee is required and is not enclosed, or the check enclosed is improper, or the fee calculation is in error, the Commissioner is authorized to charge any underpayment or credit any overpayment to the account of the undersigned attorneys.

Deposit Account Number: 04-1406

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.

Henry H. Skillman

Name of Attorney Signing PTO 17,352

Signature of Attorney [Signature]

6/22/00

Date

Total number of pages including cover sheet, attachments and document: 6

Do not detach this portion

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

04-18-2000

FORM PTO-1594

RECORDED

MRD 3.20.00

TRADE



U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

101324026

To the Honorable Commissioner of Patents and Trademarks: Please refer to...

1. Name of conveying party(ies):
 Celltrak Diagnostic Systems, Inc.

20 MAR 20 PM 2: 54
 OPR/FINANCE

Individual(s) Association
 General Partnership Limited Partnership
 X Corporation- DELAWARE
 Other _____

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

2. Name and address of receiving party(ies):
 Name: Nova Biomedical Corporation (By merger & change of name from Nova Celltrak, Inc.)
 Internal Address: _____
 Street Address: 30 Lindeman Drive
 City: Trumbull State: CT ZIP: 06611

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 X Corporation-State Massachusetts
 Other _____

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

3. Nature of conveyance:

Assignment xMerger
 Security Agreement xChange of Name
 Other _____

Execution Date: ~~July 30, 1999 (Assignment)~~
December 17, 1996 (Merger & Change of Name)

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s) **B. Trademark Registration No.(s)**
 1,124,359

Additional Application/Registration Numbers attached? Yes XNo

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

Name: Henry H. Skillman
 Address: DANN, DORFMAN, HERRELL AND SKILLMAN, P.C.
1601 Market Street, Suite 720, Philadelphia, PA 19103-2307
 Telephone: (215) 563-4100 Facsimile: (215) 563-4044

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Deposit Account Number: 04-1406

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(s).

Henry H. Skillman, Reg. No. 17,352 March 17, 2000
 Name of Attorney Signing Signature of Attorney Date

Total number of pages including cover sheet, attachments and document: 7

04/18/2000 TTON11 00000146 041406 1124359
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CD 82. DM-10/80 D830978

Filing Fee \$100.00

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

ONE ASHBURTON PLACE
BOSTON, MASS. 02108

FEDERAL IDENTIFICATION

NO. 04-2592580

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS PURSUANT TO GENERAL LAWS, CHAPTER 156B, SECTION 82

The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114.
Make check payable to the Commonwealth of Massachusetts.

* * * *

We, Robert L. Coleman President* / ~~Vice President~~
Frederick F. Spaziani
and Clerk* / ~~Assistant Clerk~~ of Nova Biomedical Corporation
name of corporation

organized under the laws of the Commonwealth of Massachusetts and herein called the parent corporation, do hereby certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporations are/is as follows:

Name	State of Organization	Date of Organization
Nova Biomedical International, Inc.	Massachusetts	June 22, 1978
Nova Celltrak, Inc.	Connecticut	Aug. 26, 1986

2. That the parent corporation owns at least ninety per cent of the outstanding shares of each class of the stock of each subsidiary corporation to be merged into the parent corporation.

3. That in the case of each of the above-named corporations the laws of the state of its organization, if other than Massachusetts, permit the merger herein provided for and that all action required under the laws of each such state in connection with this merger has been duly taken. (If all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them, then Paragraph 3 may be deleted.)

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts these articles are to be signed by officers having corresponding powers and duties.

State of Connecticut, of a Certificate of Merger of At Least 90% Owned Subsidiary.

VOTED: That the President and Clerk of the Corporation be, and they hereby are, authorized to execute and file with the Secretary of State of the State of Connecticut, a Certificate of Merger of At Least 90% Owned Subsidiary and any other documents which the officers deem appropriate, all in accordance with the foregoing Plan of Merger.

FILED
STATE OF CONNECTICUT
DEC 31 1 00 PM '86

J. H. Terry
SECRETARY OF THE STATE

Att 30 + 20 EXP
ICC 11-20 EXP
61

CORPORATION SYSTEM
THE COMMERCIAL PLAZA
HARTFORD, CT 06103-3597

ATTACHMENT TO
CERTIFICATE OF MERGER
OF
AT LEAST 90% OWNED SUBSIDIARY
MERGER OF NOVA CELLTRAK, INC.
INTO
NOVA BIOMEDICAL CORPORATION

VOTED: That Nova Celltrak, Inc., a Connecticut corporation, be completely liquidated and dissolved by means of a merger into Nova Biomedical Corporation, pursuant to Section 82 of Chapter 156B of the Massachusetts General Laws, all in accordance with the following Plan of Merger:

1. Surviving Corporation. Nova Celltrak, Inc. ("Celltrak") shall be merged into Nova Biomedical Corporation ("Biomedical"), which shall be the surviving corporation.

2. Ownership of Stock. The outstanding shares of stock of Celltrak consist of one hundred (100) shares of common, no par value stock, all of which are owned by Biomedical.

3. Terms and Conditions of Merger. On the effective date of the merger of Celltrak into Biomedical, the separate existence of Celltrak shall cease, the stock of Celltrak shall be cancelled, and Biomedical shall succeed to all of the properties, rights, and other assets and shall be subject to all of the liabilities of Celltrak, without further action by either corporation.

4. Further Assurances. If at any time Biomedical shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of Biomedical, as of the effective date of this merger, shall execute such conveyances or documents or take such action.

5. Effective Date. The effective date of this merger shall be the later of: December 31, 1986 or the date of filing of Articles of Merger of Parent and Subsidiary Corporations with the Secretary of State of the Commonwealth of Massachusetts.

VOTED: That the President and Clerk of the Corporation be, and they hereby are, authorized to execute and file with the Secretary of State of the State of Connecticut, an Application For Certificate of Authority as a Foreign Corporation, such application to be filed immediately preceding the filing with the Secretary of State of the

WE HEREBY DECLARE, under the penalties of false statement, that the statements made in the foregoing certificate, insofar as they pertain to Nova Biomedical Corporation, are true.
(name of surviving corporation)

NOVA BIOMEDICAL CORPORATOIN
(Surviving Corporation)

By Robert L. Coleman
President or Vice-President

Robert L. Coleman, President

Frederick F. Spaziani
Secretary or Asst. Secretary

Frederick F. Spaziani, Secretary

(As to each terminating corporation)

WE HEREBY DECLARE, under the penalties of false statement, that the statements made in the foregoing certificate, insofar as they pertain to Nova Celltrak, Inc. are true.
(name of terminating corporation)

NOVA CELLTRAK, INC.
(Terminating Corporation)

By Robert L. Coleman
President or Vice-President

Robert L. Coleman, President

Frederick F. Spaziani
Secretary or Asst. Secretary

Frederick F. Spaziani, Secretary

(Fully executed copy to be filed in respect of one terminating Connecticut corporation, others may be executed or conformed copy)

CERTIFICATE OF MERGER

OF

AT LEAST 90% OWNED SUBSIDIARY
(Surviving Foreign Corporation)

1. The name of the parent surviving corporation in the merger is Nova Biomedical Corporation, a corporation organized and existing under the laws of the State of Massachusetts.

2. The Plan of Merger is as follows:

SEE ATTACHMENT

(All provisions of the plan of merger must be included)

3. The Plan of Merger was approved by resolution adopted by the board of directors of each merging corporation.

4. This merger is permitted by the laws of the State of Massachusetts and Connecticut.
(state of incorporation)

5. No amendment is made to the charter of the surviving corporation as part of the merger.

6. Nova Biomedical Corporation

the surviving corporation hereby: (a) agrees that it may be served with process in the State of Connecticut in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Connecticut as its attorney to accept service of process in any such proceeding and that the post office address to which the Secretary of State may mail a copy of any process that may be served upon him is Robert L. Coleman, President, Nova Biomedical Corporation, 200 Prospect Street, Waltham, Massachusetts 02254.

Dated at Waltham, Massachusetts this 19th day of December, 1986.