

MRD 1/23/01

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OMB 0651-0027



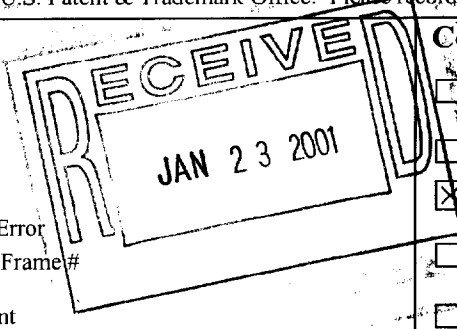
Department U.S. of Commerce
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TO: The Director of the U.S. Patent & Trademark Office: Please record the attached original document(s) or copy(ies).

Submission Type

- New
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Document ID #
- Correction of PTO Error
Reel # Frame #
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Reel # Frame #



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 Harvard Apparatus, Inc.
Formerly

Execution Date
Month Day Year
11 29 2000

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

Receiving Party

Mark if additional names of receiving attached

Name Harvard BioScience, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 84 October Hill Road

Address (line 2) Holliston MA 01746

Address (line 3) City State/Country Zip Code

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

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Mail documents to be recorded with required cover sheet(s) information to:
Director of U.S. Patent & Trademark Office, Box Assignments, Washington, D.C. 20231

01/31/2001 DBYRNE 00000094 75817444
01 FC:481 40.00 OP
02 FC:482 150.00 OP

Domestic Representative Name and Address

Name

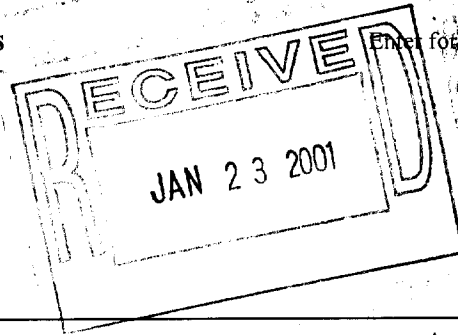
Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Enter for the first Receiving Party only.

**Correspondent Name and Address**Area Code and Telephone Number
(617) 570-1292

Name Miriam J. Rovner
 Address (line 1) Goodwin, Procter & Hoar LLP
 Address (line 2) Exchange Place
 Address (line 3) 53 State Street
 Address (line 4) Boston, MA 02109-2881

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

8

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)**

75817444 75833717

Registration Number(s)2071183 1574413 1769771
0826093 1721545**Number of Properties** Enter the total number of properties involved

7

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 190.00

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: # 07-1700

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.

Robert M. O'Connell, Jr.

Name and Person Signing

Signature

1/22/2001

Date Signed

EXPRESS MAIL CERTIFICATE

DATE: 1/22/2001 LABEL NO. EL688633488 US

I hereby certify that, on the date indicated above, I deposited this paper or fee with U.S. Postal Service and that it was addressed for delivery to the Assistant Commissioner for Trademarks, Box ITU/FEE, 2900 Crystal Drive, Arlington, VA 2202-3513.

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Miriam J. Rovner

State of Delaware

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"HARVARD APPARATUS, INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "HARVARD BIOSCIENCE, INC." UNDER THE NAME OF "HARVARD BIOSCIENCE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2000, AT 11:30 O'CLOCK A.M.

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



3275687 8100M

001595510


Edward J. Freel, Secretary of State

AUTHENTICATION: 0819760

DATE: 11-29-00

TRADEMARK
REEL: 002226 FRAME: 0783

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
HARVARD APPARATUS, INC.,
a Massachusetts corporation
INTO
HARVARD BIOSCIENCE, INC.,
a Delaware corporation**

November 29, 2000

Harvard Apparatus, Inc., a corporation organized and existing under the laws of the Commonwealth of Massachusetts (the "Parent"),

DOES HEREBY CERTIFY:

FIRST: That the Parent was incorporated on the 7th day of March, 1996, pursuant to Chapter 156B of the General Laws of the Commonwealth of Massachusetts, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.

SECOND: That the Parent owns all of the outstanding shares of each class of capital stock of Harvard Bioscience, Inc., a Delaware corporation (the "Subsidiary"), a corporation incorporated on the 8th day of September, 2000, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Parent, by the following votes of its Board of Directors, at a meeting held on the 26th day of October, 2000, determined to merge itself into the Subsidiary:

VOTED: That the merger (the "Merger") of the Parent with and into the Subsidiary, be, and it hereby is, approved, upon substantially the terms and conditions outlined in the Plan of Merger in the form presented at this meeting, and that the Chief Executive Officer, the President and Chief Financial Officer (collectively, the "Authorized Officers") of the Parent be, and each of them acting singly hereby is, authorized to execute and deliver the Plan of Merger on behalf of the Parent with such changes or additions as the Authorized Officers, and each of them singly, may deem necessary or appropriate.

FURTHER VOTED: That the proposed Merger and the Plan of Merger be, and they hereby are, recommended to the shareholders of the Parent for approval as being in the best interests of the Parent, that the proposed Merger and the Plan of Merger be submitted for approval of the shareholders of the Parent, and upon receipt of the approval of the shareholders of the Parent, that the Merger and the Plan of Merger be authorized and approved.

FURTHER VOTED: That, at the effective time of the Merger, each share of stock of the Parent then outstanding, shall by virtue of the Merger and without any action on the part of any holder thereof, be converted into the right to receive, upon surrender of certificates representing shares of stock of the Parent, shares of stock of the Subsidiary in accordance with the terms of the Plan of Merger.

FURTHER VOTED: To authorize the Authorized Officers and the Secretary of the Parent to file a Certificate of Ownership and Merger with the Office of the Secretary of State of the State of Delaware and a Certificate of Merger with the Office of the Secretary of State of the Commonwealth of Massachusetts; and to authorize the Authorized Officers of the Parent, and each of them acting singly, on behalf of the Parent, to execute and file such Certificate of Ownership and Merger and Certificate of Merger; and to authorize the Authorized Officers of the Parent, and each of them acting singly, in the name of the Parent, to take or cause to be taken such other action as they or any of them deem necessary or desirable in connection with the consummation of the Merger and in connection therewith to execute and deliver any and all documents and to incur any and all expenses as they or any of them may deem necessary or desirable.


FOURTH: That the proposed merger has been adopted, approved, certified, executed and acknowledged by the Parent in accordance with the laws of the Commonwealth of Massachusetts, under which the Parent was organized.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Parent at any time prior to the date that this Certificate of Ownership and Merger filed with the Secretary of State becomes effective.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Harvard Apparatus, Inc., a Massachusetts corporation, has caused this Certificate to be signed by David Green, its President as of the date first set forth above.

HARVARD APPARATUS, INC.,
a Massachusetts corporation

By: 
David Green
President

1022983.3 libc

The Commonwealth of Massachusetts

Examiner

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ~~*CONSOLIDATION*~~ MERGER (General Laws, Chapter 156B, Section 79)

~~*Consolidation*~~ *merger of

Harvard Apparatus, Inc.

Harvard Bioscience, Inc.

the constituent corporations, into

Harvard Bioscience, Inc.

~~*a new corporation/~~ *one of the constituent corporations organized under the laws of: Delaware

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~*consolidation*~~ *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~*resulting*~~ *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~*consolidation*~~ *merger determined pursuant to the agreement of ~~*consolidation*/~~ *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

Not Applicable

- C
- P
- M
- R.A.

**Delete the inapplicable words.*

Notes: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	NOT APPLICABLE	Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

NOT APPLICABLE

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

NOT APPLICABLE

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

NOT APPLICABLE

Item 4 below may be deleted if the ~~XXXXXX~~ /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not* a permanent part of the Articles of Organization of the ~~XXXXXX~~ *surviving corporation.

(a) The street address of the ~~XXXXXX~~ *surviving corporation *in Massachusetts* is: (*post office boxes are not acceptable*)

NOT APPLICABLE

**If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the ~~XXXXXXXXXX~~ surviving corporation is:

NAME RESIDENTIAL ADDRESS POST OFFICE ADDRESS

President: NOT APPLICABLE
Treasurer:
Clerk:
Directors:

(c) The fiscal year end (i.e. tax year) of the ~~XXXXXXXXXX~~ surviving corporation shall end on the last day of the month of:
NOT APPLICABLE
(d) The name and business address of the resident agent, if any, of the ~~XXXXXXXXXX~~ surviving corporation is:
NOT APPLICABLE

Item 5 below may be deleted if the ~~XXXXXXXXXX~~ surviving corporation is organized under the laws of Massachusetts.

5. The ~~XXXXXXXXXX~~ surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~XXXXXXXXXX~~ surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / ~~XXXXXXXXXX~~ and *Clerk ~~XXXXXXXXXX~~ of Harvard Apparatus, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~XXXXXXXXXX~~ merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

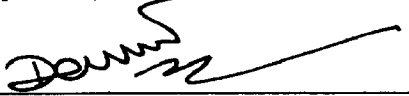
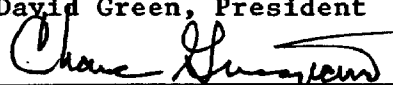
David Green  _____, *President / ~~XXXXXXXXXX~~ Vice President

Chane Graziano  _____, *Clerk / ~~XXXXXXXXXX~~ Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † David Green, President and †† Chane Graziano, Secretary, of Harvard Bioscience, Inc., a corporation organized under the laws of Delaware, further state under the penalties of perjury that the agreement of ~~XXXXXXXXXX~~ merger has been duly adopted by such corporation in the manner required by the laws of Delaware.

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

†  _____
David Green, President
††  _____
Chane Graziano, ~~XXXXXXXXXX~~ the Officer and Secretary

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER

(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of *Consolidation / *Merger and, the filing fee in the amount of \$ _____, having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20 _____.

Effective date _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

H. David Henken, P.C.

Goodwin, Procter & Hoar LLP

Exchange Place, Boston, MA 02109

Telephone: (617) 570-1000