

05-11-2001



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TRADEMARKS ONLY

ET U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings ⇄ ⇄ ⇄ ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

PerkinElmer Wallac Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation -State Maryland
- Other

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

3. Nature of conveyance:

5-7-01

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: January 1, 2001

2. Name and address of receiving party(ies)

Name: PerkinElmer Life Sciences, Inc.

Internal Address:

Street Address: 549 Albany Street

City: Boston State: MA Zip: 02118-2512

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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

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

A. Trademark Application No.(s)

74/561,450
75/915,441
75/915,441

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

See attached "Exhibit A"

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

Name: ROGER A. GILCREST

Internal Address:

Street Address: Standley & Gilcrest LLP, 495 Metro Place

South, Suite 210

City: Dublin State: Ohio Zip: 43017

6. Total number of applications and registrations involved:

19

7. Total fee (37 CFR 3.41)

\$ 760.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-4076

4908

(Attach duplicate copy of this page if paying by deposit account)

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.

ROGER A. GILCREST

Name of Person Signing

Signature

May 3, 2001

Date

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

12

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

Refund Ref:
05/11/2001 T.Diniz 0000 105085
Check Refund Total: \$ 270.00

TRADEMARK
REEL: 002293 FRAME: 0457

RECORDATION FORM COVER SHEET**TRADMARKS****"EXHIBIT A"**

REGISTRATION NUMBERS:

| <u>Reg. No.</u> | <u>Mark</u> | <u>Reg. Date</u> | <u>Docket No.</u> |
|-----------------|-----------------------------------------|------------------|-------------------|
| 1,897,365 | ISOSCAN | 06/06/1995 | PER1259-001 |
| 1,898,458 | HYPURE | 06/13/1995 | PER1259-002 |
| 1,851,800 | HYPURE | 08/30/1994 | PER1259-003 |
| 1,854,991 | HYPURE & DESIGN | 09/20/1994 | PER1259-004 |
| 1,945,261 | ISOLAB | 01/02/1996 | PER1259-011A |
| 1,989,370 | ISOLAB | 07/30/1996 | PER1259-011C |
| 1,769,080 | HEMOCARD | 05/04/1993 | PER1259-020 |
| 1,795,508 | HYPURE | 09/28/1993 | PER1259-025 |
| 1,916,245 | QUIK-SNAP | 09/05/1995 | PER1259-030 |
| 2,032,719 | SCAN WHAT YOU SEE, SEE WHAT YOU SCAN | 01/21/1997 | PER1259-034 |
| 2,103,792 | MISCELLANEOUS DESIGN | 10/07/1997 | PER1259-035 |
| 1,015,171 | QUICK-SEP | 07/08/1975 | PER1259-037 |
| 2,063,921 | NCS | 05/20/1997 | PER1259-039 |
| 1,623,458 | GLYC-AFFIN | 11/20/1990 | PER1259-050 |
| 2,025,561 | QUICK-SEP | 12/24/1996 | PER1259-053 |
| 1,320,393 | RESOLVE | 02/19/1985 | PER1259-071 |
| 908,783 | ISOCLEAN CONCENTRATE | 02/23/1971 | PER1259-074 |

ARTICLES OF MERGER

EA D

MERGING

PerkinElmer Wallac Inc.
a Corporation of the State of Maryland

INTO

NEN Life Science Products, Inc.
a Corporation of the State of Delaware

FIRST: NEN Life Science Products, Inc., a corporation organized and existing under the laws of Delaware, and PerkinElmer Wallac Inc., a corporation organized and existing under the laws of the State of Maryland, agree that said PerkinElmer Wallac Inc. shall be merged into said NEN Life Science Products, Inc. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these articles of merger. This merger shall become effective on January 1, 2001.

SECOND: NEN Life Science Products, Inc., a corporation organized and existing under the laws of the State of Delaware, shall survive the merger and shall continue under the name PerkinElmer Life Sciences, Inc.

THIRD: The parties to the articles of merger are NEN Life Science Products, Inc., a corporation organized on the 26th day of March, 1997, under the General Corporation Law of the State of Delaware, which is not qualified to conduct business in Maryland, and PerkinElmer Wallac Inc., a corporation organized and existing under the laws of the State of Maryland.

FOURTH: The following amendments to the charter of the surviving corporation are to be effected as part of the merger:

Article I shall be deleted in its entirety and replaced with: "The name of the corporation is PerkinElmer Life Sciences, Inc.

FIFTH: The total number of shares, of stock of all classes which said said NEN Life Science Products, Inc. has authority to issue is one thousand (1,000) shares, consisting entirely of one class of common stock with a par value of one cent (\$.01) each.

SIXTH: The manner and basis of converting or exchanging issued stock of the merged corporation into stock of the surviving corporation and the manner of dealing with any issued stock of the merged corporation not to be so converted or exchanged shall be as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of the merger, shall remain issued and outstanding.

(b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of the merger, all rights in respect thereto shall forthwith be changed and converted into one share of common stock of the surviving corporation.

Handwritten signatures and stamps at the bottom of the page, including a date stamp "RECEIVED: 8/25".

(c) After the effective date of the merger, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of the merger, each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares of cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

SEVENTH: The principal office of said PerkinElmer Wallac Inc., organized under the laws of the State of Maryland, is located in the County of Montgomery, State of Maryland. The principal office of said NEN Life Science Products, Inc., is located c/o The Corporation Trust Company, 1209 Orange St., Wilmington DE 19801. Said PerkinElmer Wallac Inc. owns no real property in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

EIGHTH: The location of the principal office of the surviving corporation is 549 Albany Street, Boston, MA 02118-2512. The registered agent is The Corporation Trust Incorporated, 300 East Lombard Street, Baltimore Maryland 21202.

NINTH: The terms and conditions of the merger transaction as set forth in these Articles of Merger were advised, authorized and approved by PerkinElmer Wallac Inc. in the manner and by the vote required by its charter and the laws of Maryland. The manner in which the merger was approved is as follows:

The merger was (a) duly advised by the board of directors of said PerkinElmer Wallac Inc. by the adoption on November 1, 2000, of a written consent action declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these articles of merger, and directing that the proposed merger be submitted for action by consent of the sole stockholder of said corporation, and (b) duly approved by the sole stockholder of said corporation by the adoption on November 1, 2000 of a written consent action of the affirmative vote of the holders of 100% of each class of stock entitled to vote thereon.

TENTH: The terms and conditions of the transaction as set forth in these articles were duly advised and authorized and approved by said NEN Life Science Products, Inc. in the manner and by the vote required by the laws of the State of Delaware and by the charter of the said corporation. The manner in which the merger was approved was by the adoption on November 1, 2000 of a written consent action of the Board of Directors and sole stockholder of NEN Life Science Products, Inc., approving the merger upon the terms and conditions set forth in these articles of merger.

ELEVENTH: The following other provisions are deemed by the merging corporations necessary to effect the merger:

The board of directors of the surviving corporation after the date when the articles of merger shall become effective shall be the directors of NEN Life Science Products, Inc. in office at that time.

IN WITNESS WHEREOF, NEN Life Science Products, Inc. and PerkinElmer Wallac Inc., the corporations which are parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents or vice-presidents and attested by their respective secretaries or assistant secretaries, as of the 1st day of November, 2000.

NEN Life Science Products, Inc.

By: [Signature]
Title: Sr. Vice President

Attest:
[Signature]
John L. Healy, Assistant Secretary

PerkinElmer Wallac Inc.

By: [Signature]
Title: President

Attest:
[Signature]
John L. Healy, Secretary

THE UNDERSIGNED, Petri Myllyneva, Sr. Vice President of NEN Life Science Products, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

By: [Signature]
Title: Sr. Vice President

THE UNDERSIGNED, Jett Rowner, President of PerkinElmer Wallac Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

By: [Signature]
Title: President

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 AGREEMENT OF MERGER, WHICH MERGES:

"PERKINELMER WALLAC INC.", A MARYLAND CORPORATION,

WITH AND INTO "NEN LIFE SCIENCE PRODUCTS, INC." UNDER THE NAME OF "PERKINELMER LIFE SCIENCES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF NOVEMBER, A.D. 2000, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2001.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2731075 8100M

AUTHENTICATION: 0792296

001570837

DATE: 11-14-00

TRADEMARK
REEL: 002293 FRAME: 0462

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 1st day of November, 2000, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between NEN Life Science Products, Inc., a Delaware corporation and PerkinElmer Wallac Inc., a Maryland corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: NEN Life Science Products, Inc. hereby merges into itself PerkinElmer Wallac Inc., and said PerkinElmer Wallac Inc., shall be and hereby is merged into NEN Life Science Products, Inc. which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of NEN Life Science Products, Inc., as heretofore amended and as in effect on the date of the merger provided in this agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger; except, however, that Article I shall be deleted in its entirety and replaced with "The name of the Corporation is PerkinElmer Life Sciences, Inc. (the "Corporation").

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this Agreement, all rights in respect thereto shall forthwith be changed and converted into one share of common stock of the surviving corporation.

(c) After the effective date of this Agreement, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

FOURTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on January 1, 2001.

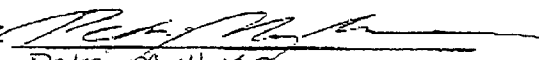
(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporations as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to

vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

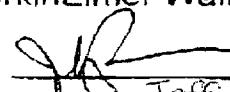
FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this Agreement filed with the Secretary of State becomes effective. This Agreement may be amended by the Board of Directors of its constituent corporations at any time prior to the time that this Agreement filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof such constituent corporation, (2) alter or change any term of the Certificates of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused these presents to be executed by the duly authorized officers of each party hereto as the respective act, deed and agreement of said corporations as of this 1st day of November, 2000.

NEN Life Science Products, Inc.

By: 
Petri Myllyaera
Title: Sr Vice President

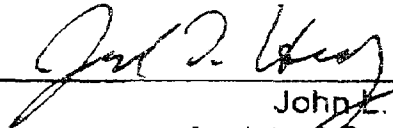
PerkinElmer Wallac Inc.

By: 
Jeff Ronnev
Title: President

Certificate of the Assistant Secretary

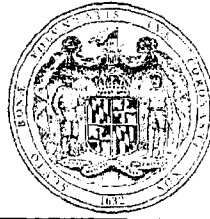
I, John L. Healy, Assistant Secretary of NEN Life Science Products, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of PerkinElmer Wallac Inc., a corporation of the State of Maryland, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code by the unanimous written consent of the stockholders holding 1000 shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said NEN Life Science Products, Inc. and the duly adopted agreement and act of the said corporation.

WITNESS, my hand as of this 1st day of November, 2000



John L. Healy
Assistant Secretary
NEN Life Science Products, Inc.

State of Maryland
Department of
Assessments and Taxation



Parris N. Glendening
Governor

Ronald W. Winholt
Director

Paul B. Anderson
Administrator

Charter Division

THE CORPORATION TRUST INCORPORATED
300 E LOMBARD ST
BALTIMORE MD 21202-3219

Date: 12-07-2000

This letter is to confirm acceptance of the following filing:

ENTITY NAME: . . . PERKINELMER WALLAC INC.
DEPARTMENT ID : D00064089
TYPE OF REQUEST : ARTICLES OF MERGER
DATE FILED : 12-07-2000
TIME FILED : 08:59-AM
RECORDING FEE : \$20.00
EXPEDITED FEE : \$70.00
COPY FEE : \$9.00
FILING NUMBER : 1000255690000000
CUSTOMER ID : 0000530864
WORK ORDER NUMBER : 0000390638

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK
ORDER NUMBER ON ANY INQUIRIES.

301 West Preston Street, Baltimore, Maryland 21201
Telephone (410) 767-1350
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

0001049442

chtacc

TRADEMARK
REEL: 002293 FRAME: 0467

ENTITY TYPE: ORDINARY BUSINESS - STOCK
STOCK: Y
CLOSE: N
EFFECTIVE DATE: 01-01-2001
PRINCIPAL OFFICE: 9238 GAITHER RD.
GAITHERSBURG MD 20877-0000
RESIDENT AGENT: THE CORPORATION TRUST INCORPORATED
300 E LOMBARD ST
BALTIMORE MD 21202-0000

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:
THE SURVIVING ENTITY:

NEN LIFE SCIENCE PRODUCTS, INC. (DE).

MERGED ENTITIES:

(D00064089) PERKINELMER WALLAC INC.

EFFECTIVE DATE: JANUARY 1, 2001