

05-14-2001

"D"

2 SHEET

5.2.01



TO THE ASSISTANT COMMISSIONER

101716652

ACHED ORIGINAL DOCUMENTS OR COPY THEREOF

1. Name of conveying party(ies):

Meridian Diagnostics, Inc.

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

Additional name(s) of conveying party(ies) attached? yes no

2. Name and address of receiving party(ies):

Name: Meridian Bioscience, Inc.

Internal Address: _____

Street Address: 3471 River Hills Drive

City: Cincinnati State: Ohio Zip: 45245

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

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

Additional name(s) & address(es) attached? yes no

3. Nature of conveyance:

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

Execution Date: 1/24/2001

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

A. Trademark Application No.(s):

1457867

B. Trademark Registration No.(s):



Attached hereto as Schedule 1.

05-02-2001

U.S. Patent & TMO Form Mail Rpt Dt. #01

Additional numbers attached? yes no

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

Name: Patricia B. Hogan

Internal Address: Keating, Muething & Klekamp, P.L.L.

Street Address: 1400 Provident Tower, One E. 4th Street

City: Cincinnati State: Ohio Zip: 45202

6. Total number of applications and registrations involved: 31

7. Total fee (37 CFR 3.41): \$ 790.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attached 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.

Patricia B. Hogan

Name of Person Signing

Patricia B. Hogan
Signature

5/1/01

Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: _____

SCHEDULE 1
MERIDIAN DIAGNOSTICS, INC. TRADEMARKS

REGISTRATIONS

<u>MARK</u>	<u>REGISTRATION NO.</u>
ADENOCLONE	1,457,867
CALAS	1,858,347
COLOR-TRAK	2,014,969
CYTOCLONE	1,785,175
ECOFIX	1,965,974
ENDO-STAPH	1,860,639
FILTRACHECK-UTI	1,854,434
GENESTAR	2,160,780
GENESTAR	2,157,288
GULL	1,300,053
GULL design mark	1,300,054
GULL stylized	2,037,030
IMMUNOCARD	2,195,034
IMMUNOCARD STAT	2,377,860
MACRO-CON	1,858,346
MERIDIAN DIAGNOSTICS	2,403,602
MERIDIAN DIAGNOSTICS, INC. & design	2,401,713
MERIFLUOR	1,857,462
MERISTAR	1,855,495
MONOLERT	1,510,647
PARA-PAK	1,856,525
PREMIER CYTOCLONE	2,331,664
ROTACLONE	1,423,500

<u>MARK</u>	<u>REGISTRATION NO.</u>
SPINCON	2,313,596
XTRAX	2,121,100

PENDING APPLICATIONS

<u>MARK</u>	<u>SERIAL NO.</u>
ECOSYSTEM	76/182,351
HPSA	75/260,790
MERIDIAN BIOSCIENCE	76/171,390
PREMIER PLATINUM HPSA	75/692,761
PREMIER TYPE SPECIFIC	75/761,767
XTRAX & design	76/019,911

858776.1



DATE: 04/09/2001	DOCUMENT ID 200109700316	DESCRIPTION DOMESTIC/AMENDMENT TO ARTICLES (AMD)	FILING 35.00	EXPED .00	PENALTY .00	CERT .00	COPY .00
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Receipt

This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM
17 S. HIGH STREET
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

483376

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MERIDIAN BIOSCIENCE, INC.

and, that said business records show the filing and recording of:

Document(s)
DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):
200109700316



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 24th day of January, A.D.
2001.

J. Kenneth Blackwell
Ohio Secretary of State

483376

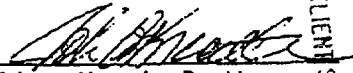
**CERTIFICATE OF AMENDMENT
BY SHAREHOLDERS TO THE ARTICLES OF INCORPORATION OF
MERIDIAN DIAGNOSTICS, INC.**

John A. Kraeutler, President, of MERIDIAN DIAGNOSTICS, INC., an Ohio corporation for profit with its principal place of business located at 3471 River Hills Drive, Cincinnati, Hamilton County, Ohio, does hereby certify that at a meeting called for the purpose of adopting this amendment and held on January 23, 2001, at which meeting a quorum of the shareholders was present in person or by proxy, and by the affirmative vote of the holders of shares entitling them to exercise 88 % of the voting power of the corporation, the following resolution to amend the articles was adopted:

RESOLVED: That Article First of the Amended Articles of Incorporation be amended so that it shall read hereafter as follows:

"FIRST. The name of the Corporation is Meridian Bioscience, Inc."

IN WITNESS WHEREOF, the above named officer, acting for and on behalf of the corporation, has hereunto subscribed his name this 23rd day of January, 2001.


John A. Kraeutler, President

CLIENT SERVICE CENTER

2001 JAN 24 PM 4:12

RECEIVED
SECRETARY OF STATE

831462.1



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
02/23/2001	200105401712	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	35.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
17 S. HIGH ST
SUITE 1100
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

483376

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MERIDIAN BIOSCIENCE, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
DOMESTIC/AMENDED RESTATED ARTICLES	200105401712



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 24th day of January, A.D.
2001.

J. Kenneth Blackwell
Ohio Secretary of State

**CERTIFICATE OF AMENDED ARTICLES OF INCORPORATION
ADOPTED BY THE BOARD OF DIRECTORS OF
MERIDIAN BIOSCIENCE, INC.**

John A. Kraeutler, President, of MERIDIAN BIOSCIENCE, INC., an Ohio corporation for profit with its principal place of business located at 3471 River Hills Drive, Cincinnati, Hamilton County, Ohio, does hereby certify that at a meeting of the Board of Directors called for the purpose of adopting the Amended Articles of Incorporation attached as Exhibit A and held on January 23, 2001, the following resolution to adopt the attached Amended Articles of Incorporation was adopted by the Board of Directors in order to consolidate the existing Amended Articles of Incorporation with all amendments thereto:

RESOLVED: That the Amended Articles of Incorporation attached hereto as Exhibit A be adopted by the corporation and supercede and take the place of the existing Amended Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the above named officer, acting for and on behalf of the corporation, has hereunto subscribed his name this 23rd day of January, 2001.


John A. Kraeutler, President

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Exhibit A

AMENDED ARTICLES OF INCORPORATION
OF
MERIDIAN BIOSCIENCE, INC.

MERIDIAN BIOSCIENCE, INC. hereby adopts the following Amended Articles of Incorporation to supercede and take the place of the existing Amended Articles of Incorporation and all Amendments thereto:

FIRST. The name of the Corporation is Meridian Bioscience, Inc.

SECOND. The place in Ohio where its principal office is to be located is 3467 Riverhills Drive, Cincinnati, Hamilton County, Ohio 45244.

THIRD. The purpose for which the Corporation is organized shall be:

To develop, manufacture and sell medical diagnostic products and to do any other lawful act or acts for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH. The maximum number of shares which the Corporation is authorized to have outstanding is:

- A. 50,000,000 shares of Common Stock, without par value and
- B. 1,000,000 shares of Preferred Stock, without par value.

The holders of the Preferred Stock shall be entitled to receive dividends out of any funds of the Corporation at the time legally available for dividends when and as declared by the Board of Directors at such rate as shall be fixed by the Board of Directors before any sum shall be set apart or applied to the redemption or purchase of or any dividends shall be declared or paid upon or set apart for any class or series of Common Stock. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of Preferred Stock shall be entitled to receive out of the assets of the Corporation payment of an amount per share as determined by the Board of Directors as a liquidation price (including accrued dividends, if any) before any distribution of assets shall be made to the holders of any class or series of Common Stock.

The Board of Directors shall have the express authority from time-to-time to adopt amendments to these Articles of Incorporation with respect to any unissued or treasury shares of Preferred Stock and thereby to fix or change the division of such shares into series and the designation and authorized number of shares of each series and to provide for each such series: voting powers, full or limited or no voting powers; dividend rates; dates of payment of dividends; dates from which dividends are cumulative; liquidation prices; redemption rights and

prices; sinking fund requirements; conversion rights; restrictions on the issuance of shares of other series of Preferred Stock; and such other designations, preferences and relative participating options or other special rights and qualifications, powers, limitations or restrictions thereon as may be determined by the Board of Directors.

FIFTH. No holder of any shares of this Corporation shall have any pre-emptive rights to subscribe for or to purchase any shares of this Corporation of any class whether such shares or such class be now or hereafter authorized or to purchase or subscribe for securities convertible into or exchangeable for shares of any class or to which shall be attached or appertained any warrants or rights entitling the holder thereof to purchase or subscribe for shares of any class.

SIXTH. This Corporation, through its Board of Directors, shall have the right and power to purchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and any selling shareholder.

SEVENTH. The provisions of Ohio Revised Code Section 1701.831 relating to control share acquisitions shall not be applicable to this Corporation.

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