

05-23-2001

cket No. H0483/2000 (EFP)

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Patent and Trademark Office

FORM PTO-1594

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

2.12.01

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

<p>1. Name of conveying party(ies): Harvard Apparatus, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other - Dissolution of Delaware corporation and Incorporation of Massachusetts corporation</p> <p>Execution Date: March 8, 1996</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Harvard Apparatus, Inc. Internal Address: 84 October Hill Road Street Address: Holliston, Massachusetts 01746</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State - Massachusetts _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) 1574413</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Edward F. Perlman Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210</p>	<p>6. Total number of applications and registrations involved:..... [9]</p> <p>7. Total fee (37 CFR 3.41).....\$ 40.00 <input checked="" type="checkbox"/> Enclosed</p>
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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.

Edward F. Perlman _____ Signature _____ Date 2/7/01

Name _____ Signature _____ Date

Total number of pages including cover sheet, attachments, and document: [1]

Mail documents to be recorded with required cover sheet information to:
Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 20231

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The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 156B)

ARTICLE I

The exact name of the corporation is:

HAI Acquisition Corp.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To make investments in, and acquire, other business entities, and to carry on any other business or activity which may be lawfully carried on by a corporation organized under Chapter 156B of the Massachusetts General Laws, whether or not related to those referred to previously.

96-15023

Jm
Examiner
JD/RES
Name
Approved

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P
M
R.A. *X*

8/19
P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of 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 so long as each article requiring such addition is clearly indicated.

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ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	XXX	Common:	1,300,000	\$.01
Preferred:	XXX	Preferred:	500,000	\$.01

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

See attached pages 1A and 1B.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

None.

ARTICLE VI

**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:

See attached pages 2A and 2B.

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

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

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HAI ACQUISITION CORP. - CONTINUATION SHEET IVA

Article 4A. COMMON STOCK

1. The holders of shares of Common Stock shall be entitled to one vote for each share so held with respect to all matters voted on by the stockholders of the Corporation, subject in all cases to the voting rights, if any, of any holders of Preferred Stock.

2. Subject to the rights of the Preferred Stock upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

3. Subject to the rights, if any, of any holders of Preferred Stock, dividends may be paid on the Common Stock as and when declared by the Board of Directors of the Corporation (the "Board of Directors") out of funds legally available therefor.

Article 4B. PREFERRED STOCK

Subject to any limitations prescribed by law or these Articles, the Board of Directors or any authorized committee thereof is expressly authorized to provide for the issuance of shares of Preferred Stock in one or more series of stock, and by filing a certificate pursuant to applicable law of The Commonwealth of Massachusetts, to establish or change from time to time the number of shares to be included in each series, and to fix the designation, voting powers, preferences, qualifications, privileges and rights of the shares of each series and any qualifications, limitations and restrictions thereof. The Board of Directors or any authorized committee thereof shall have the right to determine or fix by vote or votes providing for the issuance of the shares thereof one or more of the following with respect to each series of such Preferred Stock:

1. The distinctive serial designation and the number of shares constituting such series;
2. The dividend rates or the amount of dividends to be paid on the shares of such series, whether dividends shall be cumulative and, if so, from which date or dates, the payment date or dates for dividends, and the participating and other rights, if any, with respect to dividends;
3. The voting powers, full or limited, if any, of the shares of such series;
4. Whether the shares of such series shall be redeemable (at the option of the holder or of the Corporation or otherwise) and, if so, the price or prices at which, and the terms and conditions on which, such shares may be redeemed.

HAL ACQUISITION CORP. - CONTINUATION SHEET IVB

5. The amount or amounts payable upon the shares of such series and any preferences applicable thereto in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

6. Whether the shares of such series shall be entitled to the benefit of a sinking or retirement fund to be applied to the purchase or redemption of such shares, and if so entitled, the amount of such fund and the manner of its application, including the price or prices at which such shares may be redeemed or purchased through the application of such fund;

7. Whether the shares of such series shall be convertible into, or exchangeable for, shares of any other series of the same or any other class or classes of stock of the Corporation or the securities of any other entity or any other assets and, if so convertible or exchangeable, the conversion price or prices, or the rate or rates of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;

8. The price or other consideration for which the shares of such series shall be issued;

9. Whether the shares of such series which are redeemed or converted shall have the status of authorized but unissued shares of Preferred Stock and whether such shares may be reissued as shares of the same or any other class or series of stock; and

10. Such other powers, preferences, rights, qualifications, limitations and restrictions thereof as the Board of Directors or any authorized committee thereof may deem advisable.

Subject to the authority of the Board of Directors or any authorized committee thereof as set forth in Paragraph 9 above, any shares of Preferred Stock shall, upon reacquisition thereof by the Corporation, be restored to the status of authorized but unissued Preferred Stock under this Section B.

Except as specifically provided in these Articles, the holders of Preferred Stock or Common Stock shall not be entitled to any vote and shall not have any voting rights concerning the designation or issuance of any shares of Preferred Stock authorized by and complying with the conditions of these Articles, and subject to the authority of the Board of Directors or any authorized committee thereof as set forth above, the right to any such vote is expressly waived by all present and future holders of the capital stock of the Corporation.

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HAI ACQUISITION CORP. - CONTINUATION SHEET VIA

Article 6A. LIMITATION OF LIABILITY OF DIRECTORS

1. No director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that this Article shall not eliminate or limit any liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 61 or 62 of the Massachusetts Business Corporation Law, or (iv) with respect to any transaction from which the director derived an improper personal benefit.

2. No amendment or repeal of this Article shall adversely affect the rights and protection afforded to a director of this Corporation under this Article for acts or omissions occurring prior to such amendment or repeal.

Article 6B. TRANSACTIONS WITH INTERESTED PERSONS

1. Unless entered into in bad faith, no contract or transaction by this Corporation shall be void, voidable or in any way affected by reason of the fact that it is with an Interested Person.

2. For the purposes of this Article, "Interested Person" means any person or organization in any way interested in this Corporation whether as an officer, director, stockholder, employee or otherwise, and any other entity in which any such person or organization or this Corporation is in any way interested.

3. Unless such contract or transaction was entered into in bad faith, no Interested Person, because of such interest, shall be liable to this Corporation or to any other person or organization for any loss or expense incurred by reason of such contract or transaction or shall be accountable for any gain or profit realized from such contract or transaction, provided that the material aspects of the contract or transaction and the interest of the Interested Person were disclosed or known to the Board of Directors or a committee thereof which authorized the contract or transaction, and provided, further, that the Interested

HALACQUISITION CORP. - CONTINUATION SHEET VII

Person reasonably believed the contract or transaction to be in the best interests of the Corporation.

4. The provisions of this Article shall be operative notwithstanding the fact that the presence of an Interested Person was necessary to constitute a quorum at a meeting of directors or stockholders of this Corporation at which such contract or transaction was authorized or that the vote of an Interested Person was necessary for the authorization of such contract or transaction.

Article 6C. STOCKHOLDERS' MEETINGS

Meetings of stockholders of this Corporation may be held anywhere in the United States.

Article 6D. AMENDMENT OF BY-LAWS

The By-Laws may provide that the Board of Directors as well as the stockholders may make, amend or repeal the By-Laws of this Corporation, except with respect to any provision thereof which by law, by these Articles or by the By-Laws requires action by the stockholders.

Article 6E. ACTING AS A PARTNER

This Corporation may be a partner in any business enterprise which it would have power to conduct by itself.

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ARTICLE VII

The effective date of organization of the corporation 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.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

65 Fox Run Sudbury, MA 01776

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	David Green	2 Ware Street #407 Cambridge, MA 02138	
Treasurer:	Chane Graziano	65 Fox Run Sudbury, MA 01776	
Clerk:	Chane Graziano	65 Fox Run Sudbury, MA 01776	
Directors:	David Green	See above	
	Chane Graziano	See above	

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the corporation is:

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

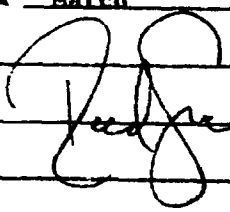
IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 7th day of March, 1996.

 Reed Sussman

 Goodwin, Procter & Hoar

 Exchange Place

 Boston, MA 02109



Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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THE COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF
COMMONWEALTH

ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B)

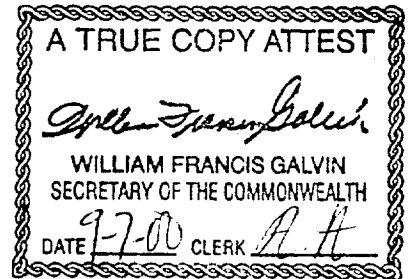
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I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 1,800 having been paid, said articles are deemed to have been filed with me this 8th day of MARCH 19 96.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Christopher B. Kacmarek

Legal Assistant

Goodwin, Procter & Hoar

Exchange Place

Boston, MA 02109

Telephone: (617) 570-1897

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