



Tab settings ⇄⇄⇄ ▼

101997180

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

1. Name of conveying party(ies):

TROPIX, INC. *12-19-01*

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-Delaware *2-20-02*
- Other _____

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

3. Nature of conveyance:

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

Execution Date: June 29, 2001

2. Name and address of receiving party(ies)

Name: PE Corporation (NY)

Internal

Address: _____

Street Address: 47 Wiggins Avenue

City: Bedford State MA Zip 01730

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporate-State New York
- 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)

76/073,377

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Raymond A. Kurz, Esq.

Internal Address: Hogan & Hartson LLP

Street Address: 555 Thirteenth Street, N.W.

City: Washington State: DC Zip: 20004

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. Deposit account number:

50-1349

(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.

Raymond A. Kurz

Name of Person Signing

Raymond A. Kurz
Signature

December 17, 2001

Date

5

12/21/2001

BYRNE

00000243 76073377

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

40.00 *OP*
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments

FC:481

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"TROPIX, INC.", A DELAWARE CORPORATION,

WITH AND INTO "PE CORPORATION (NY)" UNDER THE NAME OF "PE CORPORATION (NY)", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 2001, AT 9:30 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3409633 8100M

010315427

AUTHENTICATION: 1219928

DATE: 06-29-01

TRADEMARK
REEL: 002450 FRAME: 0803

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
TROPIX, INC.
INTO
PE CORPORATION (NY)**

PE Corporation (NY), a corporation organized and existing under the laws of the State of New York ("PE"), does hereby certify:

FIRST: That PE was incorporated on December 13, 1939 pursuant to the laws of the State of New York, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That PE owns all of the outstanding capital stock of Tropix, Inc., a corporation organized under the laws of the State of Delaware ("Tropix"). Tropix was originally incorporated under the laws of the State of Delaware on September 11, 1986.

THIRD: That PE, by the following resolutions of its Board of Directors, duly adopted by written consent dated June 29, 2001, determined to merge Tropix into itself:

RESOLVED, that the Plan of Merger pursuant to which Tropix, Inc. ("Tropix") would be merged with and into the Corporation and the Corporation would be the surviving corporation, in substantially the form presented to the Board (the "Plan"), be, and it hereby is, approved and adopted in all respects; and

FURTHER RESOLVED, that Tropix be merged with and into the Corporation in accordance with the terms of the Plan; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized (1) to prepare and execute, in the name and on behalf of the Corporation, a Certificate of Merger with respect to the merger of Tropix into the Corporation, and to file or cause to be filed such Certificate of Merger with the Department of State of the State of New York and copies of the


same with the records of the Corporation, and (2) to prepare and execute, in the name and on behalf of the Corporation, a Certificate of Ownership and Merger with respect to the merger of Tropix into the Corporation, and to file or cause to be filed such Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and copies of the same with the records of the Corporation; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to do any and all acts and things, including the preparation, execution, and delivery in the name of the Corporation of any agreement, document, instrument, or certificate, the preparation and filing of any statements, applications, reports, certificates, or other documents, and the payment of any and all expenses and fees arising in connection therewith, as any such officer or officers may deem necessary or advisable for purposes of effectuating the purposes and intent of the foregoing resolutions, any such action to be conclusive evidence of the authorization thereof by this Board of Directors.

FOURTH: That PE survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligations of Tropix as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware is PE Corporation (NY), 301 Merritt 7, Norwalk, Connecticut 06851, Attention: Secretary, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

IN WITNESS WHEREOF, this Certificate has been executed this 29th day of June, 2001, and the statements contained herein are affirmed as true under penalties of perjury.

PE CORPORATION (NY)

By: 

Thomas P. Livingston
Secretary