

MRD
2-13-02

03-06-2002



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
 - Security Agreement
 - Merger
 - Change of Name
 - Other
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

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

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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40.00 DP

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

608-258-4207

Name

Attorney Harry C. Engstrom

Address (line 1)

Foley & Lardner

Address (line 2)

151 East Gilman Street

Address (line 3)

P.O. Box 1497

Address (line 4)

Madison, WI 53701-1497

Pages

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

#

4 total pages

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)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1,714,638	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

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:

#

06-1447

Authorization to charge additional fees:

Yes

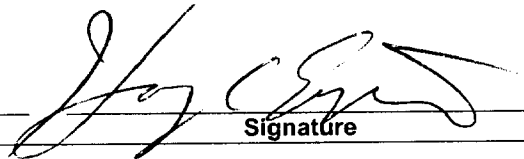
No

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.

Attorney Harry C. Engstrom

Name of Person Signing



Signature

1/28/02

Date Signed

CERTIFICATE OF OWNERSHIP AND MERGER
MERCINGNICOLET BIOMEDICAL INC.
(a California Corporation)

INTO

THERMO BIOMEDICAL INC.
(a Delaware Corporation)

THERMO BIOMEDICAL INC., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify:

1. That the Corporation was incorporated on the 7th day of August, 1995, pursuant to the Delaware General Corporation Law (the "DGCL").
2. That the Corporation owns one hundred percent (100%) of the outstanding shares of common stock, par value \$0.01 per share, of Nicolet Biomedical Inc. ("Nicolet"), a corporation incorporated on the 26th day of July 1976 under the General Corporation Law of California (the "GCLC").
3. That the following resolutions were adopted in accordance with DGCL Section 253 and in accordance with GCLC Section 1110, by unanimous written Consent of the Directors of the Corporation on October 4, 2000:

RESOLVED, that the Corporation be, and hereby is, authorized pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL") and Section 1110 of the GCLC, to merge (the "Nicolet Merger") Nicolet Biomedical Inc., a California corporation, of which the Corporation owns one hundred percent (100%) of the outstanding shares of each class of stock, with and into the Corporation, with the Corporation continuing as the surviving corporation (the "Surviving Corporation"); and that (i) at the effective time of the Nicolet Merger each outstanding share of common stock of Nicolet Biomedical Inc., par value \$0.01 per share (the "Nicolet Shares"), be cancelled, (ii) the Certificate of Incorporation and By-Laws of the Corporation shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation from and after the Nicolet Merger, and (iii) the officers and directors of the Corporation immediately prior to the Nicolet Merger shall be the officers and directors of the Surviving Corporation; and

Document No. 19204

-1-

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THERMO ELECTRON

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RESOLVED, that the Chief Executive Officer, the President, any Vice President, the Treasurer, the Chief Financial Officer, and the Secretary, or any Assistant Secretary of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare and file a Certificate of Ownership and Merger with the Secretary of State of Delaware and a Certificate of Ownership with the Secretary of State of California, and any additional document required under the DGCL or GCLC as they or any of them may deem necessary or advisable to effect the Nicolet Merger, and

RESOLVED, that the Nicolet Merger shall be effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware and the Certificate of Ownership with the Secretary of State of California.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer this 13th day of December, 2000.

THERMO BIOMEDICAL INC.

By: 

Sabara L. Lambert, Secretary