

05-29-2002



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

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

102106552

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

1. Name of conveying party(ies): 5.21.02
Developmental Research Programs, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Washington
- 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: December 13, 2001

2. Name and address of receiving party(ies)
Name: Channing L. Bete Co., Inc.
Internal Address: _____
Address: _____

Street Address: One Community Place
South Deerfield
City: _____ State: MA Zip: 01373

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

75/981,938

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

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

Name: Jean M. Maxwell
Trademark Legal Assistant Coordinator
Internal Address: _____

Street Address: Palmer & Dodge LLP
111 Huntington Avenue

City: Boston State: MA Zip: 02199

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:

50/1646

(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.

Jean M. Maxwell
Name of Person Signing

Jean M. Maxwell
Signature

May 21, 2002
Date

6

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

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

05/28/2002 6T0M11 00000118 501646 75981938
01 FC:481 40.00 CH

TRADEMARK
REEL: 002514 FRAME: 0952

Examiner

The Commonwealth of Massachusetts

087

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Michael G. Bete, *President / ~~*Vice President,~~

and J. Nicholas Filler, ~~*Clerk~~ / *Assistant Clerk,

of Channing L. Bete Co., Inc.
(Exact name of corporation)

organized under the laws of Massachusetts and herein called the parent corporation,

certify as follows:

- effective 11:59 p.m., 12/31/01,
- 1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
Developmental Research and Programs, Inc.	Washington	May 15, 1984

- 2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

- 3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

P.C.

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4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

DRP MERGER VOTE

VOTED:

"1. Channing L. Bete Co., Inc. ("CBC"), which is a business corporation of the Commonwealth of Massachusetts and is the owner of all of the outstanding shares of Developmental Research and Programs, Inc. ("DRP"), which is a business corporation of the State of Washington, hereby merges DRP into CBC pursuant to the provisions of the Washington Business Corporation Act and pursuant to the provisions of the Massachusetts Business Corporation Law.

"2. The separate existence of DRP shall cease at the close of business, 11:59 p.m., December 31, 2001, which shall be the effective time and date of the merger, pursuant to the provisions of the Washington Business Corporation Act and MGL Chapter 156B, Section 82; and CBC shall continue its existence as the surviving corporation pursuant to the provisions of the Massachusetts Business Corporation Law.

"3. The Articles of Organization of CBC are not amended in any respect by this Plan of Merger.

"4. The issued shares of DRP shall not be converted or exchanged in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

"5. Each share of CBC outstanding immediately prior to the effective time and date of the merger is to be an identical outstanding or treasury or unissued share of CBC at the effective time and date of the merger.

"6. No shares of CBC and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.

"7. The Board of Directors and the proper officers of CBC are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

5. The effective date of the merger 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:


11:59 p.m., December 31, 2001

~~Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.~~

~~6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (c), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.~~

SIGNED UNDER THE PENALTIES OF PERJURY, this 13th day of December, 20 01,


_____, *President / *Vice President,


_____, *Clerk / *Assistant Clerk.

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS

(General Laws, Chapter 156B, Section 82)

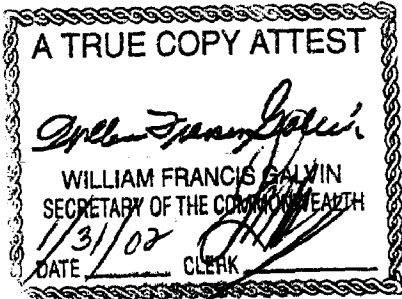
I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250, having been paid, said articles are deemed to have been filed with me this 18th day of December, 20 01.

Effective date: 12/31/01

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



SECRETARY OF THE
COMMONWEALTH
01 DEC 18 PM 12:48
CORPORATION DIVISION

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

J. Nicholas Filler, Esq.

Channing Bete Company, Inc.

One Community Place

South Deerfield, MA 01373

Telephone: 413-665-6581