

07-09-2002



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

COVER SHEET

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

TRADEMARKS ONLY

Tab settings

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

1. Name of conveying party(ies):
Isotec, Inc

07/02/02

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: Aldrich Chemical Company, Inc.
Internal Address: _____
Address: _____

Street Address: 3050 Spruce Street
City: 3050 Spruce Street State: MO Zip: 63103

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 21, 2001

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

A. Trademark Application No. (s)

B. Trademark Registration No.(s)
1,977,528

Additional number(s) attached Yes No

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

Name: Donald G. Leavitt, Esq.
Internal Address: _____
Senniger, Powers, Leavitt & Roedel
Street Address: _____
One Metropolitan Square, 16th Floor
City: St. Louis State: MO Zip: 63102

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: _____

(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.

Donald G. Leavitt Donald G. Leavitt June 26, 2002
Name of Person Signing Signature Date

07/08/2002 DBYRME 00000081 1977528 40.00 UP

Total number of pages including cover sheet, attachments, and document: 11

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

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement") is made pursuant to the General Corporation Law of the State of Ohio and the General Corporation Law of the State of Delaware, between Aldrich Chemical Company, Inc., a Delaware corporation ("Aldrich"), and Isotec, Inc., an Ohio corporation ("Isotec").

RECITALS

1. Aldrich and Isotec desire to merge into a single corporation.
2. Isotec is a wholly owned subsidiary of Sigma-Aldrich Corporation ("Corp."), a Delaware corporation. Aldrich is a wholly owned subsidiary of Sigma-Aldrich Co., an Illinois corporation ("S-A Co."). S-A Co. is a wholly owned subsidiary of Corp.
3. Aldrich had its Articles of Incorporation filed in the office of the Secretary of State of Delaware on November 25, 1996. It has an authorized capital stock consisting of thirty thousand (30,000) shares of common stock of One Dollar (\$1.00) each par value. Five Hundred (500) shares of common stock are now issued and outstanding.
4. Isotec had its Articles of Incorporation filed in the office of the Secretary of State of Ohio on February 2, 1979. It has an authorized capital stock of five (500) shares of common stock, no par value. Eighty-Five (85) shares of common stock are now issued and outstanding.

NOWHEREFORE, Aldrich and Isotec, parties to this Agreement, in consideration of the mutual covenants, agreements, and provisions of this Agreement do hereby set forth the terms and conditions of the merger and the mode of carrying them into effect as follows:

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:30 PM 12/28/2001
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First: Aldrich hereby merges into itself Isotec (Isotec is sometimes referred to in this Agreement as the "Merged Corporation"), and the Merged Corporation shall be and hereby is merged into Aldrich (Aldrich is sometimes referred to in this Agreement as the "Surviving Corporation").

Second: The Certificate of Incorporation of Aldrich as in effect on the date of the merger provided for in this Agreement shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

Third: The manner of converting the outstanding shares of the capital stock of each of Aldrich and the Merged Corporation into the shares or other securities of the Surviving Corporation shall be as follows:

(a) Each share of common stock of Aldrich which shall be issued and outstanding on the effective date of this Agreement shall remain issued and outstanding.

(b) Each share of common stock of the Merged Corporation which shall be issued and outstanding on the effective date of this Agreement, and all rights in respect thereof, shall forthwith be cancelled.

Fourth: The terms and conditions of the merger are as follows:

(a) The Bylaws of Aldrich as they shall exist on the effective date of this Agreement shall be and remain the Bylaws of the Surviving Corporation until they are altered, amended, or repealed as therein provided.

(b) The directors and officers of Aldrich shall continue in office as the directors and officers of the Surviving Corporation until the next annual meeting of stockholders and until their successors shall have been elected and have qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description and the liabilities of the Merged Corporation shall be transferred to, vested in, and shall devolve upon and be assumed by the Surviving Corporation without further act or deed, and all property, rights, and

every other interest of Aldrich and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Merged Corporation and Aldrich, respectively. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the Merged Corporation and the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

Fifth: All costs incurred in carrying out the merger shall be borne by the Surviving Corporation.

Sixth: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of Aldrich and the Merged Corporation at any time prior to the date of filing the Agreement with the Secretary of State of Delaware. This Agreement may be amended by the Board of Directors of Aldrich and the Merged Corporation at any time prior to the date of filing the Agreement with the Secretary of State of Delaware by an agreement in writing.

Seventh: The Surviving Corporation desires to do business in Ohio as a foreign corporation, and hereby appoints the following entity as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is: CT Corporation Systems, 1300 9th Street, Cleveland, Ohio 44114. The Surviving Corporation irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the Surviving Corporation fails to

designate another agent when required to do so, or if the Surviving Corporation's license or registration to do business in Ohio is canceled.

Eighth: The principal office of the Surviving Corporation shall be located at 3050 Spruce Street, City of St. Louis, State of Missouri, 63103.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and Shareholders have caused this Agreement to be executed by the President and attested by the Secretary of each of them as the respective act, deed, and agreement of that corporation on the 21st day of December, 2001.

(SEAL)

ALDRICH CHEMICAL COMPANY, INC.,
a Delaware corporation

By: Clinton F. Lane
Clinton F. Lane, President

ATTEST:

By: Jerome I. Kaskowitz
Jerome I. Kaskowitz, Secretary

ISOTEC, INC., an Ohio corporation

(SEAL)

By: Frank Wicks
Frank Wicks, President

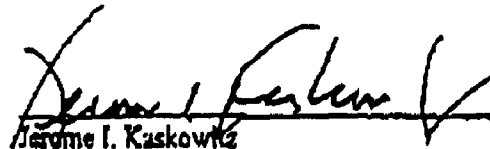
ATTEST:

By: Jerome I. Kaskowitz
Jerome I. Kaskowitz, Secretary

Secretary's Certificate

I, Jerome I. Kaskowitz, Secretary of Aldrich Chemical Company, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Isotec, Inc., a corporation of the State of Ohio, was duly adopted pursuant to section 228 of the General Corporation Law of the State of Delaware by the unanimous written consent of the stockholders holding 500 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said Aldrich Chemical Company, Inc., and the duly adopted agreement and act of the said Corporation.

WITNESS my hand on this 28th day of December, 2001.


Jerome I. Kaskowitz
Secretary

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TOTAL P. 07

ISOTEC, INC.

**CONSENT TO ACTION
WITHOUT A MEETING**

December 21, 2001

The undersigned, being the sole Shareholder and all of the Directors of Isotec, Inc. (the "Corporation"), an Ohio corporation, do hereby consent to the following resolutions, as if presented and approved at a special meeting of the Shareholders and Directors of the Corporation:

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be merged with Aldrich Chemical Company, Inc., a Delaware corporation ("Aldrich"); and

FURTHER RESOLVED, that a plan of merger be, and it hereby is, formulated to effect such transaction in accordance with the following resolutions; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to file a Plan and Agreement of Merger with the Secretary of State of the State of Ohio and to execute all documents as may be necessary or desirable to effect the merger of the Corporation with Aldrich; and

FURTHER RESOLVED, that, pursuant to the merger, the assets and liabilities of the Corporation, including cash and furniture and fixtures, be merged into Aldrich; and

FURTHER RESOLVED, that the actions provided for in the foregoing Resolutions providing for the merger of the Corporation be commenced immediately and that the merger of the Corporation be completed on or about December 31, 2001; and

FURTHER RESOLVED, that the Plan and Agreement of Merger attached hereto as Exhibit A between the Corporation and Aldrich, bc. and hereby is, approved; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to

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do or cause to be done such further acts or things as they may deem necessary or proper in order to carry out the merger of the Corporation and fully to effectuate the purposes of the foregoing Resolutions.

Sigma-Aldrich Corporation

By: David R. Harvey
Its: President/CEO

Frank Wicks
Frank Wicks

David R. Harvey
David R. Harvey

Being the Sole Shareholder
of the Corporation

Being all of the Directors
of the Corporation

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ALDRICH CHEMICAL COMPANY, INC.

**CONSENT TO ACTION
WITHOUT A MEETING**

December 21, 2001

The undersigned, being the sole Shareholder and all the Directors of Aldrich Chemical Company, Inc., a Delaware corporation (the "Corporation"), do hereby consent to the following resolution, as if presented and approved at a special meeting of the Shareholders and Directors of the Corporation:

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be merged with Isotec, Inc., an Ohio corporation ("Isotec"); and

FURTHER RESOLVED, that Isotec be merged by statute into this Corporation; that this Corporation assume all the obligations and liabilities of Isotec which are outstanding at the close of business on the day prior to the effective date of such merger; and that the Officers of the Corporation be, and they hereby are, authorized and directed to sign, deliver, file and record all such certificates, agreements, and other instruments as may be required by law to give effect to this merger; and

FURTHER RESOLVED, that the Plan and Agreement of Merger attached hereto as Exhibit A between the Corporation and Isotec, be, and hereby is, approved; and

FURTHER RESOLVED, that the Directors and Officers of the Corporation be, and they hereby are, authorized to take such actions and execute, deliver, and file such documents as may be necessary or appropriate to carry out the Plan and Agreement of Merger.

FURTHER RESOLVED, that the actions provided for in the foregoing Resolutions providing for the merger be commenced immediately and that the merger be completed on or about December 31, 2001; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts or things as they may deem necessary or proper in order to carry out the merger and to fully effectuate the purposes of the foregoing Resolutions.

[Signature Page Follows]

SIGMA-ALDRICH CO.

By: David R. Harvey
Its: President

Frank Wicks
Frank Wicks

Clinton F. Lane
Clinton F. Lane

David R. Harvey
David R. Harvey

Being the sole Shareholder
of the Corporation

Being all the Directors
of the Corporation

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