

FORM PTO-1594 (modified)

(Rev. 07/01)

RECO

04-04-2003



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U.S. DEPARTMENT OF COMMERCE

EET

U.S. Patent and Trademark Office

4-1-03

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copies thereof.

1. Name of conveying party:
Thermo Instrument Systems, Inc.

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

Additional conveying parties: **NO**

2. Name and address of receiving party:

Name: **THERMO ELECTRON CORPORATION**

Street Address: **81 Wyman Street**

City, State, Zip: **Waltham, MA 01454**

Country: **U.S.A.**

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

OFFICE OF PUBLIC RECORDS
2003 APR - 1 PM 2:45
FINANCE SECTION

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **June 30, 2000**

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

A. Trademark Application No.(s)
74/454,017

B. Trademark Registration No.(s)
2,004,640

Additional number(s) attached Yes No

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

Name: **Stacy L. Taylor**
Internal Address: **FOLEY & LARDNER**
Street Address: **P.O. Box 80278**
City **San Diego** State: **California**
Zip: **92138-0278**

6. Total number of registrations involved: **1**

7. Total fee (37 C.F.R. § 3.41): **\$40.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

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.

Stacy L. Taylor *Stacy L. Taylor* April 1, 2003

Name of person signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 2

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STATE OF DELAWARE
DIVISION OF CORPORATIONS
FILED 10:45 AM 06/30/2000
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**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING**

THERMO INSTRUMENT SYSTEMS INC.
(a Delaware Corporation)

INTO

THERMO ELECTRON CORPORATION
(a Delaware Corporation)

Thermo Electron Corporation, 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 11th day of October, 1960, pursuant to the Delaware General Corporation Law (the "DGCL").
2. That the Corporation owns in excess of ninety percent (90%) of the outstanding shares of common stock, par value \$0.10 per share, of Thermo Instrument Systems Inc. ("Thermo Instrument"), a corporation incorporated on the 28th day of May, 1986 under the DGCL.
3. That the following resolutions were adopted in accordance with DGCL Section 253 at a Meeting of the Directors of the Corporation held on June 30, 2000:

RESOLVED, that Corporation be, and hereby is, authorized pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL") to merge (the "Instrument Merger") Thermo Instrument Systems Inc., a Delaware corporation ("Thermo Instrument"), of which the Corporation owns not less than ninety percent (90%) 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 Instrument Merger, each outstanding share of common stock of Thermo Instrument, par value \$0.10 per share (the "Instrument Shares"), be cancelled and that each Instrument Share not owned by the Corporation or held in Thermo Instrument's treasury be, after such cancellation, converted into the right to receive 0.85 shares of the Surviving Corporation's common stock, \$1.00 par value per share, upon surrender, subject to appraisal rights, (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 Instrument Merger, and (iii) the officers and directors of the Corporation immediately prior to the Instrument Merger shall be the officers and directors of the Surviving Corporation; and

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 his name and on behalf of the Corporation, to prepare and file a Certificate of Ownership and Merger (the "Certificate of Ownership and Merger") with the Secretary of State of Delaware and any additional document required under the DGCL as they or any of them may deem necessary or advisable to effect the Instrument Merger; and

RESOLVED, that the Instrument Merger shall be effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware; and

RESOLVED, that the Surviving Corporation shall, pursuant to Section 262(d)(2) of the DGCL, notify each stockholder of record of Thermo Instrument within ten (10) days after the effective date of the Instrument Merger that the Instrument Merger has become effective.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer this 30th day of June, 2000.

THERMO ELECTRON CORPORATION


By: Theo Melas-Kyriazi, Vice President

State of Delaware
Office of the Secretary of State

PAGE



I, EDWARD J. FREEL, 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:

"THERMO INSTRUMENT SYSTEMS INC.", A DELAWARE CORPORATION, WITH AND INTO "THERMO ELECTRON CORPORATION" UNDER THE NAME OF "THERMO ELECTRON CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 10:45 O'CLOCK A.M.

I, Alex John Frost, Chartered Patent Agent and European Patent Attorney with the firm Bant Wade Tennant, do hereby certify that the attached is a true and correct copy of the certificate of merger.

Alex Frost



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0794221

DATE: 11-15-00