



04-18-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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

102424146

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

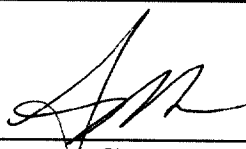
<p>1. Name of conveying party(ies):</p> <p><u>Tropix, Inc.</u> <u>4.15.03</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>PE Corporation (NY)</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>35 Wiggins Avenue</u></p> <p>City: <u>Bedford</u> State: <u>MA</u> Zip: <u>01730</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>New York</u> <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>June 29, 2001</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p> <p>_____</p>	<p>B. Trademark Registration No.(s) _____</p> <p><u>2,052,212</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Anna J. Kurian, Esq.</u></p> <p>Internal Address: _____</p> <p><u>Hogan & Hartson L.L.P.</u></p> <p>_____</p> <p>Street Address: _____</p> <p><u>555 Thirteenth Street, NW</u></p> <p>Washington, D.C. DC <u>20004</u></p> <p>City: _____ State: _____ Zip: _____</p>	<p>6. Total number of applications and registrations involved: <input type="text" value="1"/></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>50-1349</u></p>
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DO NOT USE THIS SPACE

9. Signature.

Anna J. Kurian, Esq.  April 15, 2003

Name of Person Signing Signature Date

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

04/17/2003 0000178 2052212 01 FC:8521

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231 40.00 OP

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State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUN 29 2001



A handwritten signature in black ink, appearing to read "J. Leub", with a long horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (7/00)



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CT-07

CERTIFICATE OF MERGER

OF

TROPIX, INC.

INTO

PE CORPORATION (NY)

Under Section 905 of the Business Corporation Law

We, the undersigned, Tony L. White and Thomas P. Livingston, being respectively the Chairman of the Board and Secretary of PE Corporation (NY), pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, do hereby certify as follows:

1. The constituent corporations in the merger are PE Corporation (NY), a corporation organized under the laws of the State of New York ("PE"), and Tropix, Inc., a corporation organized under the laws of the State of Delaware ("Tropix"), with PE being the surviving corporation in the merger. PE owns all of the issued and outstanding shares of capital stock of Tropix.

2. The authorized capital stock of Tropix consists of 1,000 shares of common stock, no par value, all of which shares are issued and outstanding and owned by PE.

3. (a) The Certificate of Incorporation of PE was filed with the New York Department of State on December 13, 1939. PE was originally incorporated under the name "The Perkin-Elmer Corporation."



-2-

(b) The Certificate of Incorporation of Tropix was filed with the Delaware Secretary of State on September 11, 1986. Tropix has not filed an application for authority to do business in the State of New York.

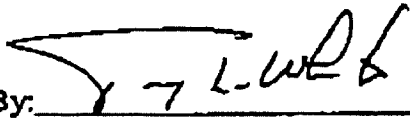
4. The merger is permitted by the provisions of the General Corporation Law of the State of Delaware and is in compliance therewith.

5. The merger is being completed pursuant to a Plan of Merger which was duly adopted by the Board of Directors of PE on June 29, 2001 in accordance with Section 905 of the Business Corporation Law. Pursuant to the Plan of Merger, the effective date of the merger shall be June 29, 2001.

2

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: 

Tony L. White
Chairman of the Board

By: 

Thomas P. Livingston
Secretary

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CT-07

CERTIFICATE OF MERGER

OF

TROPIX, INC.

INTO

PE CORPORATION (NY)

Under Section 905 of the Business Corporation Law

ice.

**STATE OF NEW YORK
DEPARTMENT OF STATE**

JUN 29 2001

**FILED
TAX \$
BY:**

[Signature]

DRAWDOWN

[Signature]

ny

**PE Corporation (NY)
301 Merritt 7
Norwalk, CT 06851**

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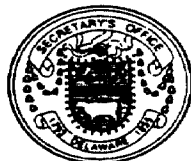
State of Delaware
Office of the Secretary of State

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

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AUTHENTICATION: 1219928

DATE: 06-29-01

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**CERTIFICATE OF OWNERSHIP AND MERGER
MORGING
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