

06-13-2003



102472662

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

1. Name of conveying party(ies):

6-6-03

Thermedics Inc.  
(a Massachusetts corporation)

2. Name and address of receiving party(ies):

Thermo Electron Corporation  
81 Wyman Street  
Waltham, MA 02454

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other:

Execution Date: June 30, 2000

Effective Date: June 30, 2000

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

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached:  Yes;  No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

1,368,980
<del>1,256,471</del>
1,738,878
2,092,186
2,088,372

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

Cara A. Boyle  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Avenue, NW  
Washington, D.C. 20004

Telephone: 202-739-5347  
Facsimile: 202-739-3001  
E-Mail: cboyle@morganlewis.com

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) Cal.  $\frac{1}{4} \times \$40.00 = \$ 40.00$   
 $\frac{4}{4} \times \$25.00 = \$ 100.00$   
 Expedited fee = \$ \_\_\_\_\_  
 Total \$ 140.00

Authorized to charge overpayments/deficiencies to deposit account.

8. Deposit account number: DA 13-4520

06/12/2003 TDIAZI 00000149 1368980  
 01 FC:8521 40.00 CH  
 02 FC:8522 100.00 CH

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.

Cara A. Boyle  
Name of Person Signing

Signature

June 6, 2003  
Date

Total number of pages including cover sheet, attachments and document: 3

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# The Commonwealth of Massachusetts

William Francis Gatyin  
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, Theo Mahalik,  President /  Vice President,  
Sandra L. Lambert,  Secretary

of Thermo Electric Corporation  
(Insert name of corporation)

organized under the laws of Delaware and herein called the parent corporation,  
certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
<u>Thermedics Inc.</u>	<u>Massachusetts</u>	<u>June 2, 1983</u>

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.

S  
P.C.

That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 33, subsection (a) was duly adopted:

See Continuation Sheet 4A.

*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.*

MAV21 CT System Online

Continuation Sheet 4A.

**RESOLVED**, that Thermo Electron Corporation, a Delaware corporation (the "Corporation") be, and hereby is, authorized pursuant to Section 82 of the Massachusetts Business Corporation Law (the "MBCL") and Section 253 of the Delaware General Corporation Law (the "DGCL") to merge (the "Thermedics Merger") Thermedics Inc., a Massachusetts corporation ("Thermedics"), 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 Thermedics Merger, each outstanding share of common stock of Thermedics, par value \$0.10 per share (the "Thermedics Shares"), be cancelled and that each Thermedics Share not owned by the Corporation or held in Thermedics' treasury be, after such cancellation, converted into the right to receive 0.45 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 Thermedics Merger, and (iii) the officers and directors of the Corporation immediately prior to the Thermedics 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 the name and on behalf of the Corporation, to prepare and file (i) Articles of Merger with respect to the Thermedics Merger (the "Articles of Merger") with the Secretary of State of the Commonwealth of Massachusetts, (ii) a Certificate of Ownership and Merger (the "Certificate of Ownership and Merger") with the Secretary of State of Delaware and (iii) any additional document required under Massachusetts General Laws, Chapter 156B, or the Delaware General Corporation Statute as they or any of them may deem necessary or advisable to effect the Thermedics Merger; and

**RESOLVED**, that the Thermedics Merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of the Commonwealth of Massachusetts and the Certificate of Ownership and Merger with the Secretary of State of Delaware; and

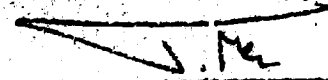
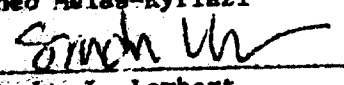
**RESOLVED**, that the Surviving Corporation shall, pursuant to Section 82(e) of the MBCL and Section 262(d)(2) of the DGCL, notify each stockholder of record of Thermedics within ten (10) days after the effective date of the Thermedics Merger that the Thermedics Merger has become effective.

The effective date of this merger shall be the date approved and filed by the Secretary of the Commonwealth. ~~XXXXXX~~

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 assumed 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 30th day of June 1988

  
\_\_\_\_\_  
Theo Malsa-Kyriazi, President / Vice President,    
  
\_\_\_\_\_  
Sandra L. Lambert, Secretary,

\*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)

RECEIVED  
JUN 30 PM 3:58  
REGISTRATION DIVISION

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 30<sup>th</sup> day of June, 2000

Effective date: \_\_\_\_\_

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

Thermo Electron Corporation, Legal Department  
51 Wyman Street  
Waltham, MA 02454  
Telephone: (781) 622-1000