

07-25-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102507403 ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies): 7-21-03
CALBIOCHEM-NOVABIOCHEM
CORPORATION

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: EMD BIOSCIENCES, INC.
Internal
Address: _____
Street Address: 10399 PACIFIC CENTER CT
City: SAN DIEGO State: CA Zip: 92121

- 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: JANUARY 1, 2003

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

747,789

Additional number(s) attached Yes No

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

Name: MARIE AZZARIA

Internal Address: EMD BIOSCIENCES, INC.

Street Address: 10399 PACIFIC CENTER
COURT

City: SAN DIEGO State: CA Zip: 92121

6. Total number of applications and registrations involved: 35

7. Total fee (37 CFR 3.41).....\$ 890.00

- 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.

MARIE AZZARIA
Name of Person Signing

Marie Azzaria
Signature

May 12, 2003
Date

Total number of pages including cover sheet, attachments, and document: 23

07/24/2003 LNWELLER 00000123 747784

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

01 FC:0521
02 FC:0522

40.00 OP
850.00 UP

TRADEMARK
REEL: 002785 FRAME: 0364

OFFICE OF STATE RECORDS

FINANCE SECTION

JUN 21 10 21 AM '03

Part 1. Additional Name of Conveying Party: Novagen, Inc.

Part 4. Additional Trademark Registrations:

| Registration Number | Trademark | Registration Date | Current Owner | New Owner |
|---------------------|-----------------------------------|-------------------|-----------------------------|-----------------------|
| 747,784 | PRONASE [®] | 04/09/63 | Calbochem-Novabiochem Corp. | EMD Biosciences, Inc. |
| 888,527 | SPUTOLYSIN [®] | 03/31/70 | Calbochem-Novabiochem Corp. | EMD Biosciences, Inc. |
| 967,930 | CALBIOCHEM [®] | 09/11/73 | Calbochem-Novabiochem Corp. | EMD Biosciences, Inc. |
| 1,031,862 | TAGIT [®] | 02/03/76 | Calbochem-Novabiochem Corp. | EMD Biosciences, Inc. |
| 1,130,624 | PANSORBIN [®] | 02/12/80 | Calbochem-Novabiochem Corp. | EMD Biosciences, Inc. |
| 1,135,381 | ULTROL [®] | 05/20/80 | Calbochem-Novabiochem Corp. | EMD Biosciences, Inc. |
| 1,181,697 | ZWITTERGENT [®] | 12/15/81 | Calbochem-Novabiochem Corp. | EMD Biosciences, Inc. |
| 1,217,144 | THIOLYTE [®] | 11/23/82 | Calbochem-Novabiochem Corp. | EMD Biosciences, Inc. |
| 1,310,642 | CELLULYSIN [®] | 12/25/84 | Calbochem-Novabiochem Corp. | EMD Biosciences, Inc. |
| 1,316,385 | MACERASE [®] | 01/29/85 | Calbochem-Novabiochem Corp. | EMD Biosciences, Inc. |
| 1,560,324 | OMNISORB [®] | 10/17/89 | Calbochem-Novabiochem Corp. | EMD Biosciences, Inc. |
| 1,564,053 | PROTEIN GRADE [®] | 11/07/89 | Calbochem-Novabiochem Corp. | EMD Biosciences, Inc. |
| 1,636,581 | NOVAGEN [®] | 03/05/91 | Novagen, Inc. | EMD Biosciences, Inc. |
| 1,637,312 | NOVAGEN [®] Graphic Mark | 03/12/91 | Novagen, Inc. | EMD Biosciences, Inc. |
| 1,644,933 | Red Nova [®] | 05/21/91 | Novagen, Inc. | EMD Biosciences, Inc. |
| 1,719,743 | His •Tag [®] | 09/29/92 | Novagen, Inc. | EMD Biosciences, Inc. |
| 1,726,858 | His •Bind [®] | 10/27/92 | Novagen, Inc. | EMD Biosciences, Inc. |
| 1,765,429 | SureSite [®] | 04/20/93 | Novagen, Inc. | EMD Biosciences, Inc. |
| 1,765,430 | PhageMaker [®] | 04/20/93 | Novagen, Inc. | EMD Biosciences, Inc. |
| 1,770,923 | T7•Tag [®] | 05/18/93 | Novagen, Inc. | EMD Biosciences, Inc. |
| 1,815,590 | λEXlox [®] | 01/11/94 | Novagen, Inc. | EMD Biosciences, Inc. |
| 1,829,117 | pCITE [®] | 04/05/94 | Novagen, Inc. | EMD Biosciences, Inc. |
| 1,874,948 | DNase Shotgun [®] | 01/24/95 | Novagen, Inc. | EMD Biosciences, Inc. |
| 1,874,949 | NovaTope [®] | 01/24/95 | Novagen, Inc. | EMD Biosciences, Inc. |
| 1,888,121 | ColonyFinder [®] | 04/11/95 | Novagen, Inc. | EMD Biosciences, Inc. |
| 1,964,763 | HSV •Tag [®] | 03/26/96 | Novagen, Inc. | EMD Biosciences, Inc. |
| 2,335,711 | STP3 [®] | 03/28/00 | Novagen, Inc. | EMD Biosciences, Inc. |
| 2,339,583 | Single Tube Protein [®] | 04/11/00 | Novagen, Inc. | EMD Biosciences, Inc. |
| 2,346,469 | T7Select [®] | 05/02/00 | Novagen, Inc. | EMD Biosciences, Inc. |
| 2,374,256 | Perfectly Blunt [®] | 08/08/00 | Novagen, Inc. | EMD Biosciences, Inc. |
| 2,389,094 | BacVector [®] | 09/26/00 | Novagen, Inc. | EMD Biosciences, Inc. |
| 2,424,371 | Pellet Paint [®] | 01/30/01 | Novagen, Inc. | EMD Biosciences, Inc. |
| 2,571,378 | BugBuster [®] | 05/21/02 | Novagen, Inc. | EMD Biosciences, Inc. |
| 2,674,919 | GeneJuice [®] | 01/14/03 | Novagen, Inc. | EMD Biosciences, Inc. |
| 2,674,920 | PopCultura [®] | 01/14/03 | Novagen, Inc. | EMD Biosciences, Inc. |

Delaware

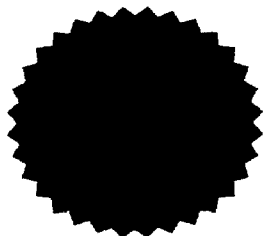
PAGE 1

The First State

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:

"CALBIOCHEM-NOVABIOCHEM CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "CN BIOSCIENCES, INC." UNDER THE NAME OF "EMD BIOSCIENCES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2002, AT 8:02 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2290736 8100M

AUTHENTICATION: 2404616

030275323

TRADEMARK
DATE: 05-07-03
REEL: 002785 FRAME: 0366

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CALBIOCHEM-NOVABIOCHEM CORPORATION
(a California corporation)

INTO

CN BIOSCIENCES, INC.
(a Delaware corporation)

**(PURSUANT TO SECTION 253 OF THE
DELAWARE GENERAL CORPORATION LAW)**

CN Biosciences, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), does hereby certify:

1. That the Corporation was incorporated on March 11, 1992, pursuant to the Delaware General Corporation Law.
2. That the Corporation owns at least 90% of the outstanding shares of the Common Stock, no par value per share, of Calbiochem-Novabiochem Corporation, a corporation duly incorporated under the laws of the State of California on January 26, 1988 under the name CBC Acquisition Corporation ("*Calbiochem*"), and that no other class of capital stock of Calbiochem is outstanding.
3. That the Corporation, by the following resolutions of its board of directors duly adopted by the written consent action of the directors of the Corporation on December 20, 2002, determined to merge Calbiochem into the Corporation effective January 1, 2003 (the "*Effective Date*"), which resolutions are in the following words:

WHEREAS, the Corporation is the legal and beneficial owner of 100% of the issued and outstanding shares of the capital stock of Calbiochem-Novabiochem Corporation, a California corporation ("*Calbiochem*");

WHEREAS, the board of directors of the Corporation (the "*Board of Directors*") has determined that it is in the best interests of the Corporation and its stockholders to consolidate its operations through the merger of Calbiochem with and into the Corporation with the Corporation as the surviving corporation and the separate corporate existence of Calbiochem shall thereupon cease (the "*Calbiochem Merger*"); and

WHEREAS, Section 253 of the Delaware General Corporation Law (the "*DGCL*") and Section 1110 of the California Corporations Code provide that if a parent Delaware corporation owns at least 90% of the outstanding shares of each class of stock of a subsidiary California corporation, such California subsidiary may be merged with and into the parent Delaware corporation upon the adoption of an appropriate resolution by

the Board of Directors of the parent corporation and the filing of a Certificate of Ownership and Merger with the Delaware Secretary of State and the California Secretary of State.

RESOLVED, that the Calbiochem Merger is approved and the Certificate of Ownership and Merger attached hereto as Exhibit D (the "*Certificate of Merger*") is hereby approved, adopted and authorized in all respects.

RESOLVED FURTHER, that the Calbiochem Merger shall become effective on January 1, 2003 (the "*Effective Date*") at which time the Calbiochem Merger shall have the effects specified in the Certificate of Merger and the DGCL.

RESOLVED FURTHER, that (a) the Corporation shall be the surviving corporation and shall continue to be governed under the laws of the state of Delaware, (b) the separate corporate existence of the Corporation with all of its rights, privileges, immunities, powers and franchises shall continue unaffected by the Calbiochem Merger and (c) at the Effective Date, the Certificate of Incorporation of the Corporation shall be amended to change the Corporation's name to "EMD Biosciences, Inc." and any officer of the Corporation is authorized to cause a Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Corporation in substantially the form attached hereto as Exhibit E (along with any changes or modifications as such officers in their sole discretion may approve, with such approval to be conclusively evidenced by the execution and delivery thereof) to be executed and filed with the Delaware Secretary of State.

RESOLVED FURTHER, that the President, Chief Financial Officer and Secretary of this Corporation be and they hereby are directed to make and execute the Calbiochem Certificate setting forth a copy of the resolutions to merge Calbiochem into the Corporation, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware.

RESOLVED FURTHER, that the officers of the Corporation, and any of them, are each hereby authorized and directed to execute all documents and to take such actions as they may deem necessary or advisable to carry out and perform the purposes of the foregoing resolution.

RESOLVED FURTHER, that any actions taken by the officers of the Corporation prior to the adoption of the foregoing resolutions that are within the authority conferred hereby are hereby ratified, approved and confirmed as the acts necessary in order to carry out and perform the purposes of the foregoing resolutions.

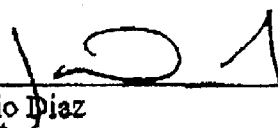
4. That the Corporation's Amended and Restated Certificate of Incorporation (the "*Certificate of Incorporation*"), as in effect immediately prior to the Effective Date, shall be amended as set forth in the Certificate of Amendment to Amended and Restated Certificate of Incorporation attached hereto as Exhibit A, and the Certificate of Incorporation, as amended,

shall be the certificate of incorporation of the Corporation, until thereafter amended as provided under the DGCL.

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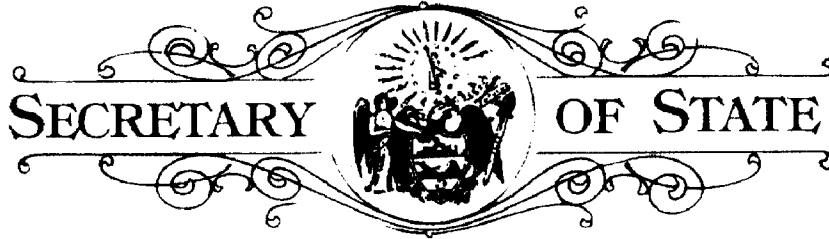
IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by its Vice President of Finance and Administration and on this 20th day of December, 2002.

CN BIOSCIENCES, INC.

By: 

Octavio Diaz
Vice President of Finance & Administration

STATE OF ARKANSAS



Sharon Priest
SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, Sharon Priest, Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles of Merger

of

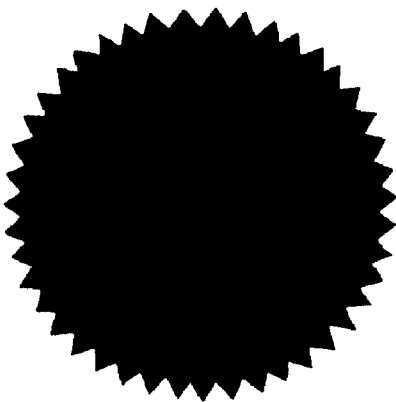
NOVAGEN, INC.

with and into

NOVAGEN HOLDINGS, INC.

filed in this office December 30, 2002.

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 30th day of December 2002.



Sharon Priest

Secretary of State

ARTICLES OF MERGER
of
NOVAGEN, INC.
into
NOVAGEN HOLDINGS, INC.

Pursuant to the provisions of the Arkansas Business Corporation Act, the undersigned corporations hereby adopt the following articles of merger:

1. The plan of merger (the "*Plan of Merger*") was adopted on December 20, 2002 by resolution of the board of directors of Novagen Holdings, Inc., an Arkansas corporation, incorporated on January 3, 1977 and is as follows:

The names of the corporations planning to merge are Novagen Holdings, Inc., an Arkansas corporation, and Novagen, Inc., an Arkansas corporation ("*Novagen*"). The name of the surviving corporation into which Novagen plans to merge is Novagen Holdings, Inc. ("*Novagen Holdings*").

(a) Novagen shall, pursuant to the provisions of the Arkansas Business Corporation Act of 1987 be merged with and into Novagen Holdings, which shall be the surviving corporation upon the effective time and date of the merger and which shall continue to exist as the surviving corporation under its present name pursuant to the provisions of the laws of Arkansas. The separate existence of Novagen shall cease at the effective time and date of the merger in accordance with the provisions of the Arkansas Business Corporation Act (the "*Act*").

(b) The articles of incorporation of Novagen Holdings at the effective time and date of the merger in Arkansas (the "*Effective Date*") shall be the articles of incorporation of Novagen Holdings and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Act.

(c) The bylaws of Novagen Holdings at the Effective Date will be the bylaws of Novagen Holdings and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Act.

(d) The directors and officers in office of Novagen Holdings at the Effective Date shall be the members of the board of directors and the officers of Novagen Holdings, respectively, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of Novagen Holdings.

(e) Each share of the capital stock of Novagen issued and outstanding immediately prior to the Effective Date and owned by Novagen Holdings shall, by virtue of the merger and without any action on the part of the holder thereof, cease to be outstanding and shall be canceled and retired without any conversion thereof and without payment of any consideration in exchange therefor. All shares of capital stock of Novagen held in the treasury of Novagen

immediately prior to the Effective Date shall be canceled and extinguished without any conversion thereof and without payment of any consideration in exchange therefore.

(f) Upon the approval of this Plan of Merger, Novagen and Novagen Holdings hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Arkansas and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

(g) The board of directors and the proper officers of Novagen and of Novagen Holdings, respectively, 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.

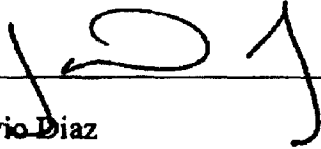
2. The separate approval of the Plan of Merger by the sole stockholder of Novagen Holdings was not required under the Act.

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[SIGNATURE PAGE TO ARTICLES OF MERGER]

Date: December 20, 2002


NOVAGEN, INC.



By: Octavio Diaz
Its: Vice President Finance and Administration

Date: December 20, 2002

NOVAGEN HOLDINGS, INC.



By: Octavio Diaz
Its: Vice President Finance and Administration



Arkansas Secretary of State

Sharon Priest

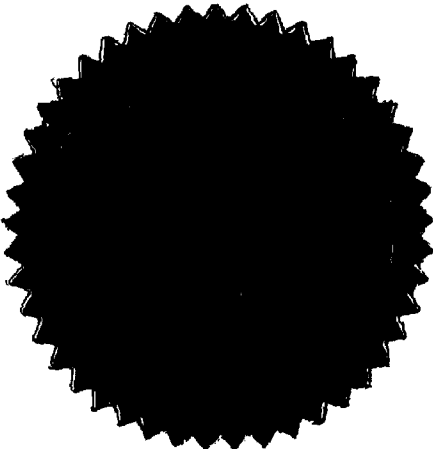
State Capitol Building ♦ Little Rock, Arkansas 72201-1094 ♦ 501.682.3409

I, Sharon Priest, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles Of Merger

filed in this office on 30th day of December 2002

NOVAGEN, INC.



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 30th day of December 2002.

Sharon Priest

Sharon Priest
Secretary of State

By: *KW Cummings*
KWCUMMINGS

CERTIFIED

Arkansas Secretary of State
Document No.: 44800001
Date Filed: 12-30-2002 12:00 AM
Total Pages: 3

ARTICLES OF MERGER
of
NOVAGEN, INC.
into
NOVAGEN HOLDINGS, INC.

Pursuant to the provisions of the Arkansas Business Corporation Act, the undersigned corporations hereby adopt the following articles of merger:

1. The plan of merger (the "*Plan of Merger*") was adopted on December 20, 2002 by resolution of the board of directors of Novagen Holdings, Inc., an Arkansas corporation, incorporated on January 3, 1977 and is as follows:

The names of the corporations planning to merge are Novagen Holdings, Inc., an Arkansas corporation, and Novagen, Inc., an Arkansas corporation ("*Novagen*"). The name of the surviving corporation into which Novagen plans to merge is Novagen Holdings, Inc. ("*Novagen Holdings*").

(a) Novagen shall, pursuant to the provisions of the Arkansas Business Corporation Act of 1987 be merged with and into Novagen Holdings, which shall be the surviving corporation upon the effective time and date of the merger and which shall continue to exist as the surviving corporation under its present name pursuant to the provisions of the laws of Arkansas. The separate existence of Novagen shall cease at the effective time and date of the merger in accordance with the provisions of the Arkansas Business Corporation Act (the "*Act*").

(b) The articles of incorporation of Novagen Holdings at the effective time and date of the merger in Arkansas (the "*Effective Date*") shall be the articles of incorporation of Novagen Holdings and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Act.

(c) The bylaws of Novagen Holdings at the Effective Date will be the bylaws of Novagen Holdings and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Act.

(d) The directors and officers in office of Novagen Holdings at the Effective Date shall be the members of the board of directors and the officers of Novagen Holdings, respectively, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of Novagen Holdings.

(e) Each share of the capital stock of Novagen issued and outstanding immediately prior to the Effective Date and owned by Novagen Holdings shall, by virtue of the merger and without any action on the part of the holder thereof, cease to be outstanding and shall be canceled and retired without any conversion thereof and without payment of any consideration in exchange therefor. All shares of capital stock of Novagen held in the treasury of Novagen

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2102591/221025912

CERTIFIED

TRADEMARK
REEL: 002785 FRAME: 0376

CERTIFIED

immediately prior to the Effective Date shall be canceled and extinguished without any conversion thereof and without payment of any consideration in exchange therefore.

(f) Upon the approval of this Plan of Merger, Novagen and Novagen Holdings hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Arkansas and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

(g) The board of directors and the proper officers of Novagen and of Novagen Holdings, respectively, 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.

2. The separate approval of the Plan of Merger by the sole stockholder of Novagen Holdings was not required under the Act.

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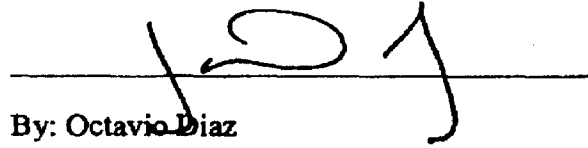
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CERTIFIED

[SIGNATURE PAGE TO ARTICLES OF MERGER]

Date: December 20, 2002

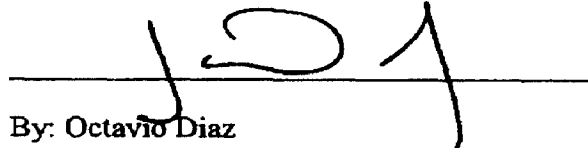
NOVAGEN, INC.



By: Octavio Diaz
Its: Vice President Finance and Administration

Date: December 20, 2002

NOVAGEN HOLDINGS, INC.



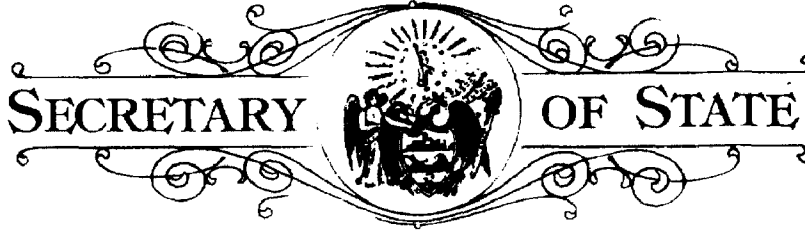
By: Octavio Diaz
Its: Vice President Finance and Administration

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CERTIFIED

TRADEMARK
REEL: 002785 FRAME: 0378

STATE OF ARKANSAS



Sharon Priest
SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, Sharon Priest, Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles of Merger

of

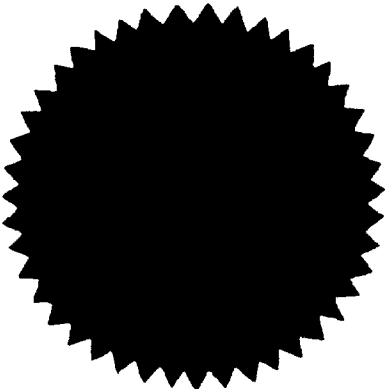
NOVAGEN HOLDINGS, INC.

with and into

CN BIOSCIENCES, INC.

filed in this office December 30, 2002.

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 30th day of December 2002.



Sharon Priest

Secretary of State

ARTICLES OF MERGER
of
NOVAGEN HOLDINGS, INC.
into
CN BIOSCIENCES, INC.

Pursuant to the provisions of the Arkansas Business Corporation Act, the undersigned corporations hereby adopt the following articles of merger:

1. The plan of merger (the "*Plan of Merger*") was adopted on December 20, 2002 by resolution of the board of directors of CN Biosciences, Inc., a Delaware corporation incorporated on March 11, 1992 and is as follows:

The names of the corporations planning to merge are CN Biosciences, Inc., a Delaware corporation, and Novagen Holdings, Inc., an Arkansas corporation ("*Novagen Holdings*"). The name of the surviving corporation into which Novagen Holdings plans to merge is CN Biosciences, Inc. ("*CN Biosciences*").

(a) Novagen Holdings shall, pursuant to the provisions of the Delaware General Corporation Law and the provisions of the Arkansas Business Corporation Act of 1987 be merged with and into CN Biosciences, which shall be the surviving corporation upon the effective time and date of the merger and which shall continue to exist as the surviving corporation under its present name pursuant to the provisions of the laws of the State of Delaware. The separate existence of Novagen Holdings shall cease at the effective time and date of the merger in accordance with the provisions of the Delaware General Corporation Law (the "*DGCL*").

(b) The certificate of incorporation of CN Biosciences at the effective time and date of the merger in the State of Delaware (the "*Effective Date*") shall be the certificate of incorporation of CN Biosciences and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DGCL.

(c) The bylaws of CN Biosciences at the Effective Date will be the bylaws of CN Biosciences and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the DGCL.

(d) The directors and officers in office of CN Biosciences at the Effective Date shall be the members of the board of directors and the officers of CN Biosciences, respectively, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of CN Biosciences.

(e) Each share of the capital stock of Novagen Holdings issued and outstanding immediately prior to the Effective Date and owned by CN Biosciences shall, by virtue of the merger and without any action on the part of the holder thereof, cease to be outstanding and shall be canceled and retired without any conversion thereof and without payment of any

consideration in exchange therefor. All shares of capital stock of Novagen Holdings held in the treasury of Novagen Holdings immediately prior to the Effective Date shall be canceled and extinguished without any conversion thereof and without payment of any consideration in exchange therefore.

(f) Upon the approval of this Plan of Merger, Novagen Holdings and CN Biosciences hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Arkansas and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

(g) The board of directors and the proper officers of Novagen Holdings and of CN Biosciences, respectively, 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.

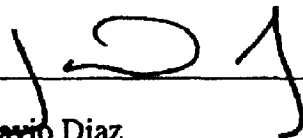
2. The separate approval of the Plan of Merger by the shareholders of CN Biosciences was not required under the Act.

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[SIGNATURE PAGE TO ARTICLES OF MERGER]

Date: December 20, 2002

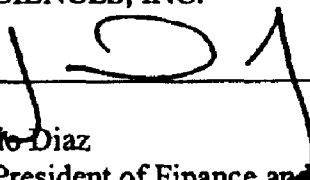
NOVAGEN HOLDINGS, INC.



By: Octavio Diaz
Its: Vice President of Finance and Administration

Date: December 20, 2002

CN BIOSCIENCES, INC.



By: Octavio Diaz
Its: Vice President of Finance and Administration



Arkansas Secretary of State Sharon Priest

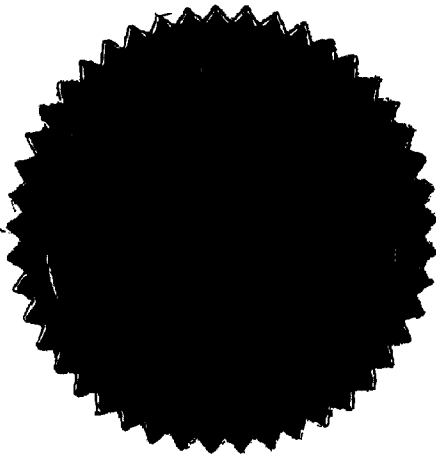
State Capitol Building ♦ Little Rock, Arkansas 72201-1094 ♦ 501.682.3409

I, Sharon Priest, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles of Merger

filed in this office on 30th day of December 2002

NOVAGEN HOLDINGS, INC.



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 30th day of December 2002.

Sharon Priest

Sharon Priest
Secretary of State

By: *KW Cummings*
KWCUMMINGS

CERTIFIED

Arkansas Secretary of State
Document No.: 44900002
Date Filed: 12-30-2002 12:00 AM
Total Pages: 3

ARTICLES OF MERGER
of
NOVAGEN HOLDINGS, INC.
into
CN BIOSCIENCES, INC.

Pursuant to the provisions of the Arkansas Business Corporation Act, the undersigned corporations hereby adopt the following articles of merger:

1. The plan of merger (the "*Plan of Merger*") was adopted on December 20, 2002 by resolution of the board of directors of CN Biosciences, Inc., a Delaware corporation incorporated on March 11, 1992 and is as follows:

The names of the corporations planning to merge are CN Biosciences, Inc., a Delaware corporation, and Novagen Holdings, Inc., an Arkansas corporation ("*Novagen Holdings*"). The name of the surviving corporation into which Novagen Holdings plans to merge is CN Biosciences, Inc. ("*CN Biosciences*").

(a) Novagen Holdings shall, pursuant to the provisions of the Delaware General Corporation Law and the provisions of the Arkansas Business Corporation Act of 1987 be merged with and into CN Biosciences, which shall be the surviving corporation upon the effective time and date of the merger and which shall continue to exist as the surviving corporation under its present name pursuant to the provisions of the laws of the State of Delaware. The separate existence of Novagen Holdings shall cease at the effective time and date of the merger in accordance with the provisions of the Delaware General Corporation Law (the "*DGCL*").

(b) The certificate of incorporation of CN Biosciences at the effective time and date of the merger in the State of Delaware (the "*Effective Date*") shall be the certificate of incorporation of CN Biosciences and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DGCL.

(c) The bylaws of CN Biosciences at the Effective Date will be the bylaws of CN Biosciences and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the DGCL.

(d) The directors and officers in office of CN Biosciences at the Effective Date shall be the members of the board of directors and the officers of CN Biosciences, respectively, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of CN Biosciences.

(e) Each share of the capital stock of Novagen Holdings issued and outstanding immediately prior to the Effective Date and owned by CN Biosciences shall, by virtue of the merger and without any action on the part of the holder thereof, cease to be outstanding and shall be canceled and retired without any conversion thereof and without payment of any

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consideration in exchange therefor. All shares of capital stock of Novagen Holdings held in the treasury of Novagen Holdings immediately prior to the Effective Date shall be canceled and extinguished without any conversion thereof and without payment of any consideration in exchange therefore.

(f) Upon the approval of this Plan of Merger, Novagen Holdings and CN Biosciences hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Arkansas and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

(g) The board of directors and the proper officers of Novagen Holdings and of CN Biosciences, respectively, 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.

2. The separate approval of the Plan of Merger by the shareholders of CN Biosciences was not required under the Act.

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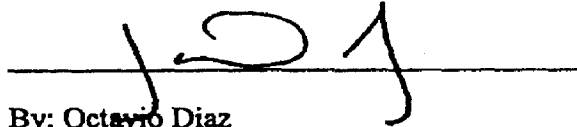
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[SIGNATURE PAGE TO ARTICLES OF MERGER]

Date: December 20, 2002

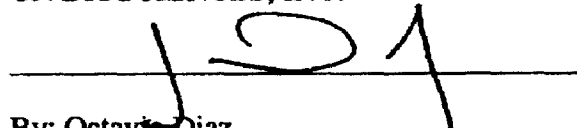
NOVAGEN HOLDINGS, INC.



By: Octavio Diaz
Its: Vice President of Finance and Administration

Date: December 20, 2002

CN BIOSCIENCES, INC.



By: Octavio Diaz
Its: Vice President of Finance and Administration

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RECORDED: 07/21/2003

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