

FORM PTO-1594 Docket Nos.: 04-116; 04-117; 04-117-A; 04-121; and 04-122	
RECORDATION FORM COVER SHEET TRADEMARKS ONLY	
To The Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.	
1. Name of conveying party(ies): <p style="text-align: center;">Emergent Genetics USA, Inc.</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 <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies): Name: <u>Emergent Genetics, Inc.</u> Internal Address: _____ Street Address: <u>6625 Lenox Park Drive, Suite 117</u> City: <u>Memphis</u> State: <u>TN</u> ZIP: <u>38115</u> <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>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic designation is attached (designation must be a separate document from Assignment). <input type="checkbox"/> Yes <input type="checkbox"/> No</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>June 8, 2004</u>	
4. Application number(s) or registration number(s): If this document is being filed together with a new application, the execution date of the application is: A. Trademark Application No.(s) <u>76/213,413</u> B. Trademark Registration No.(s) <u>1,617,821</u> <u>1,620,248</u> <u>2,493,850</u> <u>2,651,319</u> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Alison J. Baldwin</u> Internal Address: <u>McDonnell Boehnen Hulbert & Berghoff LLP</u> Street Address: <u>300 South Wacker Drive</u> City: <u>Chicago</u> State: <u>IL</u> ZIP: <u>60606</u>	6. Total number of applications and registrations involved: <p style="text-align: center;">Five (5)</p> 7. Total Fee (37 CFR 3.41).....\$185.00 <input type="checkbox"/> Enclosed - any excess or insufficiency should be credited or debited to the deposit account. A duplicate copy of this sheet is enclosed for this purpose. <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: 13-2490
DO NOT USE THIS SPACE	
9. Statement and signature. <i>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.</i> <p style="text-align: center;"> Alison J. Baldwin <u>Alison J. Baldwin</u> <u>July 26, 2004</u> Name of Person Signing Signature Date </p> <p style="text-align: center;">Total number of pages including cover sheet, attachments, and document: 5</p>	

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PAGE 1

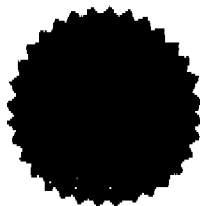
The First State

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:

"EMERGENT GENETICS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "EMERGENT GENETICS USA, INC." UNDER THE NAME OF "EMERGENT GENETICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF JUNE, A.D. 2004, AT 3:21 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3159609

DATE: 06-08-04

TRADEMARK
REEL: 002937 FRAME: 0126

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 03:27 PM 06/08/2004
 FILED 03:27 PM 06/08/2004
 SRV 040424042 - 3139046 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
 MERGING
 EMERGENT GENETICS, INC.
 INTO
 EMERGENT GENETICS USA, INC.**

(Pursuant to Section 253 of the General
 Corporation Law of the State of Delaware (the "DGCL"))

Emergent Genetics, Inc., a Delaware corporation (the "Corporation"), for the purpose of merging with and into Emergent Genetics USA, Inc., a Delaware corporation and wholly-owned subsidiary of Corporation ("EGUSA"), does hereby certify as follows:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the capital stock of EGUSA.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 7th day of June, 2004, authorized and approved the merger of the Corporation with and into EGUSA on the terms and conditions set forth in such resolutions:

"WHEREAS, it is proposed that the Corporation be merged, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "EG Merger") with and into Emergent Genetics USA, Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation ("EGUSA"), with EGUSA being the surviving corporation.

WHEREAS, the Board deems the EG Merger in the best interests of the Corporation, among other reasons, to simplify its corporate structure.

NOW, THEREFORE, BE IT RESOLVED, that the EG Merger is hereby approved, and pursuant to and upon consummation of the EG Merger, the Corporation will cease EGUSA will assume all of the Corporation's liabilities and obligations;

FURTHER RESOLVED, that immediately upon the consummation of the EG Merger, each share of capital stock of the Corporation outstanding prior to the EG Merger shall automatically be cancelled and be replaced with an equal number of shares of stock of the surviving corporation on surrender of any certificates therefor, and each share of the capital stock of EGUSA theretofore outstanding shall automatically be cancelled with no consideration payable therefor;

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FURTHER RESOLVED, that upon the effective date of the merger, the name of EGUSA, as the surviving corporation, shall be changed to "Emergent Genetics, Inc.",

FURTHER RESOLVED, that upon the effective date of the merger, the Certificate of Incorporation of EGUSA, as the surviving corporation, shall be amended by striking Article Fourth of the Certificate of Incorporation in its entirety and replacing therefor.

"FOURTH: The total number of shares of stock that the Corporation shall have authority to issue is 2,000,000 shares of common stock, par value \$0.01 per share."; and

FURTHER RESOLVED, that the Chairman of the Board, the President, the Chief Financial Officer, any Vice President, the Treasurer, the Secretary and any Assistant Secretary (each a "Proper Officer") of the Corporation, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered, and directed, for, on behalf of and in the name of the Corporation, to make, execute, certify and deliver and acknowledge a Certificate of Merger setting forth these resolutions and the date of adoption thereof and to cause the same to be filed in the office of the Secretary of State of Delaware and to do or cause to be done any and all such other acts and things as they, or any of them, may deem necessary or advisable to make effective or implement the intent and purposes of the foregoing resolutions, and any such document so executed or act or thing done or caused to be done by them, or any of them, shall be conclusive evidence of their or his authority in so doing."


FOURTH: This Certificate of Merger has been duly adopted by the written consent of the Board of Directors of the Corporation and by the written consent of the majority stockholder of the Corporation entitled to vote thereon, in accordance with the provisions of Sections 141, 228 and 253 of the DGCL, as applicable.

FIFTH: The Merger shall become effective upon the filing of this Certificate of Merger in the records of the office of the Secretary of State of the State of Delaware.

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IN WITNESS WHEREOF, the undersigned has caused this Certificate of
Ownership and Merger to be signed this 8th day of June, 2004.

EMERGENT GENETICS, INC.

By: 
Ray Nelson Dryden, Jr.
CEO and Assistant Secretary