

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Thermo Electron Scientific Instruments Corporation		04/25/2005	CORPORATION: WISCONSIN
RECEIVING PARTY DATA			
Name:	Thermo Electron Scientific Instruments LLC		
Street Address:	5225 Verona Road		
City:	Madison		
State/Country:	WISCONSIN		
Postal Code:	53711		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2224790	CONTINUUM	
CORRESPONDENCE DATA			
Fax Number:	(608)257-1507		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	608-257-7766		
Email:	lahudson@lathropclark.com		
Correspondent Name:	Lydie Arthos Hudson		
Address Line 1:	740 Regent Street		
Address Line 2:	Suite 400		
Address Line 4:	Madison, WISCONSIN 53715		
NAME OF SUBMITTER:	Lydie Arthos Hudson		
Signature:	/lydie arthos hudson/		
Date:	05/23/2005		

CH \$40.00 2224790

Total Attachments: 6

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Sec. 179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5) and
183.1207(3) & (5),
Wis. Stats.

DEPARTMENT OF FINANCIAL INSTITUTIONS
OF WISCONSIN
APR 27 11 42 AM '05

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name:	Thermo Electron Scientific Instruments Corporation	IN 06279 Fmago
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country *)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. After conversion:

Company Name:	Thermo Electron Scientific Instruments LLC
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Delaware</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

APR 27 2005 03:29 PM
285424 DCORP150 \$150.00

APR 27 2005 03:29 PM
285424 EXPEDITE25 \$25.00

FILING FEE - \$150.00

DFI/CORP/1000(R02/10/03) Use of this form is mandatory.

3. A Plan of Conversion containing all the following parts is attached as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

4. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

5. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION**:


Registered Agent (Agent for Service of Process): CT Corporation System	Registered Office: 8025 Excelsior Drive, Suite 200 Madison, WI 53717
Additional Entry for a Limited Partnership only →	Record Office:

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION**:

Registered Agent (Agent for Service of Process): CT Corporation System	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 1209 Orange Street Wilmington, DE 19801
Additional Entry for a Limited Partnership only →	Record Office:

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7. Executed on April 25, 2005 (date) by the business entity **PRIOR TO ITS CONVERSION**.



(Signature)

Mark (X) below the title of the person executing the document.

For a **limited partnership**

Title: General Partner

For a **limited liability company**

Title: Member OR Manager

Seth H. Hoogasian, President

(Printed Name)

For a **corporation**

Title: President OR Secretary
or other officer title

INSTRUCTIONS (Ref. Ss. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a filing fee of \$150.00, payable to the department. Filing fee is non-refundable. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3rd Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c). **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing impaired may call 608-266-8818 for TDY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity **prior to conversion**. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

2. Enter the company name, type of business entity, and state of organization of business entity **after conversion**.

3. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is optional.

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EXHIBIT A - PLAN OF CONVERSION

* * * * *

- I. The name and state of incorporation of the converting corporation is Thermo Electron Scientific Instruments Corporation, a Wisconsin corporation (the "Converting Corporation").
- II. The name and state of incorporation of the converted company is Thermo Electron Scientific Instruments LLC, a Delaware limited liability company (the "Converted Company").
- III. The terms and conditions of the conversion including the treatment of shares of the Converting Corporation are as follows:
 - (a) The Conversion. The Converting Corporation will be converted into the Converted Company in accordance with this Plan of Conversion, the Business Corporation Law of the State of Wisconsin, and the General Corporation Law of the State of Delaware (the "Conversion").
 - (b) Effective Time of Conversion. The Conversion will become effective on May 1, 2005 (the "Effective Time").
 - (c) Charter. From and after the Effective Time, the Certificate of Formation of the Converted Company, in the form attached hereto, shall be in effect. From and after the Effective Time, the Operating Agreement of the Converted Company shall be in effect.
 - (d) Officers and Directors. Immediately following the Effective Time, the officers of the Converting Corporation immediately prior to the Effective Time shall be the officers of the Converted Company, each to hold office in accordance with the Operating Agreement of the Converted Company. The Directors of the Converting Corporation will not be reappointed as directors of the Converted Company, as the Converted Company will be managed by its members, not by a Board of Directors.

(e) Assumption of Obligations. At the Effective Time, the Converted Company shall assume all of the obligations of the Converting Corporation pursuant to the Business Corporation Law of the State of Wisconsin and the General Corporation Law of the State of Delaware.

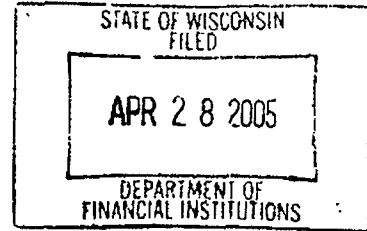
IV. Treatment of Shares. At the Effective Time, all issued and outstanding shares of capital stock of the Converting Corporation, which are owned by the sole shareholder of the Converting Corporation, Thermo Electron Corporation, shall automatically and by operation of law be extinguished and cancelled and a membership interest in the Converted Company will be issued to Thermo Electron Corporation, as the sole member of the Converting Corporation in consideration thereof.

\$ 150.00 + \$ 25.00 Exp

CERTIFICATE OF CONVERSION

Chap. 180

Team One - Valerie Johnson
CT Corporation System
101 Federal Street
Boston, MA 02110



Your return address and phone number during the day: (617) 757 - 6401

- Converts a WI Corp to a Delaware LLC

INSTRUCTIONS (Cont'd)

4. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

5. Provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.

EFFECTIVE DATE: 5-1-2005

6. Provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

7. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.

The converting entity is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.76(4)(c), 180.1161(4)(c), 181.1161(4)(c) or 183.1207(4)(c), whichever is applicable.

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