

Form PTO-1594 (Rev. 03/05)
 OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office; Please record the attached documents or the new address(es) below

<p>1. Name of conveying party(ies): Zymark Corporation</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>Citizenship (see guidelines) _____</p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance)/Execution Date(s) : Execution Date(s) <u>04/02/2004</u></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>2. Name and address of receiving party(ies) <input type="checkbox"/> Yes Additional names, addresses, or citizenship attached? <input checked="" type="checkbox"/> No</p> <p>Name: <u>Caliper Life Sciences, Inc.</u> Internal Address: _____ Street Address: <u>605 Fairchild Drive</u> City: <u>Mountain View</u> State: <u>CA</u> Country: <u>US</u> Zip: <u>94043</u></p> <p> <input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input checked="" type="checkbox"/> Corporation Citizenship <u>Delaware</u> <input type="checkbox"/> Other _____ Citizenship _____</p> <p>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)</p>
<p>4. Application number(s) or registration number(s) and identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) <u>75/786,826; 76/458,977,</u></p> <p>B. Trademark Registration No.(s) <u>1,223,170; 1,300,319; 1,313,227; 1,583,545; 1,823,624;</u></p> <p style="text-align: right;">Additional sheet(s) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</p>	
<p>5. Name & address of party to whom correspondence concerning document should be mailed: Name: <u>Donald R. McKenna</u> Internal Address: _____ Street Address: <u>605 Fairchild Drive</u> City: <u>Mountain View</u> State: <u>CA</u> Zip: <u>94043</u> Phone Number: <u>650-623-0737</u> Fax Number: <u>650-623-0504</u> Email Address: <u>donald.mckenna@callperls.com</u></p>	<p>6. Total number of applications and registrations involved: 20</p> <p>7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ <u>515.00</u></p> <p> <input type="checkbox"/> Authorized to be charged by credit card <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</p> <p>8. Payment Information:</p> <p>a. Credit Card Last 4 Numbers _____ Expiration Date _____</p> <p>b. Deposit Account Number <u>03-0177</u> Authorized User Name <u>Donald R. McKenna</u></p>
<p>9. Signature: <u>Donald R. McKenna</u> <u>4/13/05</u> _____ _____ Signature Date</p> <p style="text-align: center;"><u>Donald R. McKenna, Reg. No. 44,922</u> Name of Person Signing</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: 15</p>	

CH \$515.00 030177 75786826

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5996, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

Continuation Sheet

(continuation of Box No. 4)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
 Zymark Corporation

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
 Additional names, addresses, or citizenship attached? No

Name: Caliper Life Sciences, Inc.
 Internal Address: _____
 Street Address: 605 Fairchild Drive
 City: Mountain View
 State: CA
 Country: US Zip: 94043

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Delaware
 Other _____ Citizenship _____

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)

3. Nature of conveyance)/Execution Date(s) :
 Execution Date(s) 04/02/2004

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.
 A. Trademark Application No.(s) B. Trademark Registration No.(s)

1,874,587; 1,965,527; 2,118,537; 2,151,627;
 2,360,321; 2,377,934; 2,419,556; 2,526,838;
 2,545,550; 2,613,250; 2,656,982; 2,684,325;
 2,735,279

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:

"ZYAC HOLDING CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "CALIPER LIFE SCIENCES, INC." UNDER THE NAME OF "CALIPER LIFE SCIENCES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF APRIL, A.D. 2004, AT 3:31 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3650296

2524908 8100M

050075074

DATE: 01-31-05

TRADEMARK

REEL: 003092 FRAME: 0003

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:30 PM 04/02/2004
FILED 03:31 PM 04/02/2004
SRV 040245187 - 2524908 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ZYAC HOLDING CORPORATION

WITH AND INTO

CALIPER LIFE SCIENCES, INC.

Pursuant to Section 253 of the
Delaware General Corporation Law

CALIPER LIFE SCIENCES, INC., a corporation organized and existing under the laws of the State of Delaware (this "*Corporation*"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on July 26, 1995, pursuant to the Delaware General Corporation Law (the "*DGCL*"), the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of such State with and into a parent corporation organized and existing under the laws of such State.

SECOND: That this Corporation owns all of the outstanding shares of the common stock, \$1.00 par value per share, of Zyac Holding Corporation, a corporation incorporated on August 20, 1996 (the "*Merger Sub*"), pursuant to the DGCL, and having no class of stock outstanding other than such common stock held by this Corporation.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted at a duly held meeting on March 31, 2004 and filed with the minutes of its Board of Directors pursuant to Section 141(f) of the DGCL, determined to merge the Merger Sub with and into itself:

RESOLVED, that the Merger Sub be merged with and into the Corporation (the "*Merger*") and that the Corporation be the surviving corporation of the Merger;

RESOLVED FURTHER, that the Merger shall become effective on the filing of a Certificate of Ownership and Merger (the "*Certificate of Merger*") prepared and executed by an officer of the Corporation in the form required by Section 253 of the General Corporation Law of the State of Delaware and filed with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that upon the effectiveness of the Merger, the Corporation shall assume all of the liabilities and obligations of the Merger Sub;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to effect all filings and qualifications, and take all further actions, that any such

officer deems to be necessary or appropriate to comply with state or federal securities laws in connection with the transactions contemplated by the Merger and the Certificate of Merger;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed for and on behalf of the Corporation to prepare, execute and deliver the Certificate of Merger and any other agreements, certificates and other documents referred to therein or contemplated thereby, and to cause the Corporation to perform its obligations under the Certificate of Merger; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to execute and deliver all other instruments, effect all filings and qualifications, and take all further actions, that either of them deem to be necessary or appropriate to carry out the purposes of the foregoing resolutions and to consummate the transactions contemplated by the Merger and the Certificate of Merger.


FOURTH: That the surviving corporation (the "*Surviving Corporation*") shall be this Corporation.

FIFTH: That from and after the effective time of the Merger, the Certificate of Incorporation, as amended, of this Corporation shall be the Certificate of Incorporation of the Surviving Corporation.

SIXTH: That the Merger shall become effective upon filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Caliper Life Sciences, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name as of this 31st day of March, 2004.

CALIPER LIFE SCIENCES, INC.

By: 

E. Kevin Hrusovsky
President and Chief Executive Officer

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:

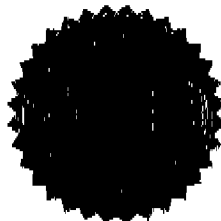
"CALIPER MERGER SUB, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CALIPER TECHNOLOGIES CORP." UNDER THE NAME OF "CALIPER LIFE SCIENCES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JANUARY, A.D. 2004, AT 1:19 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-THIRD DAY OF JANUARY, A.D. 2004, AT 9 O'CLOCK A.M.

2524908 8100M

050075074



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3650291

DATE: 01-31-05

TRADEMARK

REEL: 003092 FRAME: 0007

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CALIPER MERGER SUB, INC.

WITH AND INTO

CALIPER TECHNOLOGIES CORP.

Pursuant to Section 253 of the
Delaware General Corporation Law

CALIPER TECHNOLOGIES CORP., a corporation organized and existing under the laws of the State of Delaware (this "**Corporation**"), **DOES HEREBY CERTIFY:**

FIRST: That this Corporation was incorporated on July 26, 1995, pursuant to the Delaware General Corporation Law (the "**DGCL**"), the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of such State with and into a parent corporation organized and existing under the laws of such State.

SECOND: That this Corporation owns all of the outstanding shares of the common stock, \$0.001 par value per share, of Caliper Merger Sub, Inc., a corporation incorporated on January 13, 2004 (the "**Merger Sub**"), pursuant to the DGCL, and having no class of stock outstanding other than such common stock.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the directors thereof and filed with the minutes of its Board of Directors pursuant to Section 141(f) of the DGCL on January 16, 2004, determined to merge the Merger Sub with and into itself:

RESOLVED, that the Merger Sub be merged with and into the Corporation (the "**Merger**") and that the Corporation be the surviving corporation of the Merger;

RESOLVED FURTHER, that the Merger shall become effective on the filing of a Certificate of Ownership and Merger (the "**Certificate of Merger**") prepared and executed by an officer of the Corporation in the form required by Section 253 of the General Corporation Law of the State of Delaware and filed with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that upon the effectiveness of the Merger, (i) the Corporation shall assume all of the liabilities and obligations of the Merger Sub, (ii) the name of the Corporation shall be changed from "Caliper Technologies Corp." to "Caliper Life Sciences, Inc." and (iii) Article I of the Certificate of Incorporation of the Corporation shall be amended and restated to read as follows:

"The name of this corporation is Caliper Life Sciences, Inc."

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to effect all filings and qualifications, and take all further actions, that any such officer deems to be necessary or appropriate to comply with state or federal securities laws in connection with the transactions contemplated by the Merger and the Certificate of Merger.

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed for and on behalf of the Corporation to prepare, execute and deliver the Certificate of Merger and any other agreements, certificates and other documents referred to therein or contemplated thereby, and to cause the Corporation to perform its obligations under the Certificate of Merger; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to execute and deliver all other instruments, effect all filings and qualifications, and take all further actions, that either of them deem to be necessary or appropriate to carry out the purposes of the foregoing resolutions and to consummate the transactions contemplated by the Merger and the Certificate of Merger.

FOURTH: That the surviving corporation (the "*Surviving Corporation*") shall be this Corporation.

FIFTH: That from and after the effective time of the Merger, the Certificate of Incorporation, as amended, of this Corporation shall be the Certificate of Incorporation of the Surviving Corporation and Article I of the Certificate of Incorporation of this Corporation shall be amended and restated to read as follows:

"The name of this Corporation is Caliper Life Sciences, Inc."

SIXTH: That the Merger shall become effective at 8:00 a.m. EST on January 23, 2004.

IN WITNESS WHEREOF, Caliper Technologies Corp. has caused this Certificate of Ownership and Merger to be executed in its corporate name as of this 20th day of January, 2004.

CALIPER TECHNOLOGIES CORP.

By: 

E. Kevin Hrusovsky
President and Chief Executive Officer

Delaware

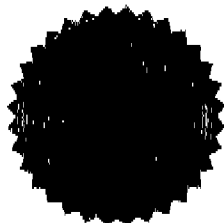
PAGE 1

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:

"ZYMARK CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "ZYAC HOLDING CORPORATION" UNDER THE NAME OF "ZYAC HOLDING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF APRIL, A.D. 2004, AT 3:30 O'CLOCK P.M.



0908016 8100M

050075056

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3650274

DATE: 01-31-05

TRADEMARK

REEL: 003092 FRAME: 0011

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:30 PM 04/02/2004
FILED 03:30 PM 04/02/2004
SRV 040245151 - 2655193 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ZYMARK CORPORATION

WITH AND INTO

ZYAC HOLDING CORPORATION

Pursuant to Section 253 of the
Delaware General Corporation Law

ZYAC HOLDING CORPORATION, a corporation organized and existing under the laws of the State of Delaware (this "*Corporation*"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on August 20, 1996, pursuant to the Delaware General Corporation Law (the "*DGCL*"), the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of such State with and into a parent corporation organized and existing under the laws of such State.

SECOND: That this Corporation owns all of the outstanding shares of the common stock, \$0.01 par value per share, of Zymark Corporation, a corporation incorporated on February 10, 1981 (the "*Merger Sub*"), pursuant to the DGCL, and having no class of stock outstanding other than such common stock held by this Corporation.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the directors thereof on March 31, 2004 and filed with the minutes of its Board of Directors pursuant to Section 141(f) of the DGCL, determined to merge the Merger Sub with and into itself:

RESOLVED, that the Merger Sub be merged with and into the Corporation (the "*Merger*") and that the Corporation be the surviving corporation of the Merger;

RESOLVED FURTHER, that the Merger shall become effective upon the filing of a Certificate of Ownership and Merger (the "*Certificate of Merger*") prepared and executed by an officer of the Corporation in the form required by Section 253 of the General Corporation Law of the State of Delaware and filed with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that upon the effectiveness of the Merger, the Corporation shall assume all of the liabilities and obligations of the Merger Sub;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to effect all filings and qualifications, and take all further actions, that any such

officer deems to be necessary or appropriate to comply with state or federal securities laws in connection with the transactions contemplated by the Merger and the Certificate of Merger;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed for and on behalf of the Corporation to prepare, execute and deliver the Certificate of Merger and any other agreements, certificates and other documents referred to therein or contemplated thereby, and to cause the Corporation to perform its obligations under the Certificate of Merger; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to execute and deliver all other instruments, effect all filings and qualifications, and take all further actions, that either of them deem to be necessary or appropriate to carry out the purposes of the foregoing resolutions and to consummate the transactions contemplated by the Merger and the Certificate of Merger.


FOURTH: That the surviving corporation (the "*Surviving Corporation*") shall be this Corporation.

FIFTH: That from and after the effective time of the Merger, the Certificate of Incorporation, as amended, of this Corporation shall be the Certificate of Incorporation of the Surviving Corporation.

SIXTH: That the Merger shall become effective upon filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, ZYAC Holding Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name as of this 31st day of March, 2004.

ZYAC HOLDING CORPORATION

By: 

E. Kevin Hrusovsky
President and Chief Executive Officer