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(Rev. 06/04)  
OMB No. 0651-0027 (exp. 6/30/2005)



T U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

102934953

To the Honorable Commissioner of

ed original documents or copy thereof.

1. Name of conveying party:

U.S. Genomics, Inc.

State of Incorporation - Massachusetts

Execution Date(s): November 22, 2000

Additional name(s) of conveying party(ies) attached?  
no

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

Name: U.S. Genomics, Inc.

Address: 12 Gill Street, Woburn, MA 01801

State of Incorporation - Delaware

3. Nature of conveyance:

Merger



01-19-2005

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #72

4. Application number(s) or registration number(s) and identification or description of the Trademark:

A. Trademark Application No(s):  
78/358,064; 76/477,719; and 78/330,049

B. Trademark Registration No(s):  
2,909,578 and 2,909,577

Additional sheet(s) attached? Yes - Certificate of Merger

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Douglas R. Wolf  
Wolf, Greenfield & Sacks. P.C.  
Federal Reserve Plaza  
600 Atlantic Avenue  
Boston, Massachusetts 02210-2206

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 140.00

Enclosed

If the enclosed fee is insufficient, the Commissioner is authorized to charge the fee to the account of the undersigned.

8. Deposit account number: 23/2825

Authorized User Name: Douglas R. Wolf

9. Signature

Douglas R. Wolf

January 13, 2005

Name of Person Signing

Signature

Date

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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01 FC:8521  
02 FC:8522

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TRADEMARK  
REEL: 003117 FRAME: 0177

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

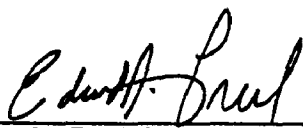
"U.S. GENOMICS, INC.", A MASSACHUSETTS CORPORATION,  
WITH AND INTO "U.S. GENOMICS, INC." UNDER THE NAME OF "U.S. GENOMICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

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

3075637 8100M

001592741



  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0815358

DATE: 11-28-00

TRADEMARK  
REEL: 003117 FRAME: 0178

**CERTIFICATE OF MERGER**  
**OF**  
**U.S. GENOMICS, INC.**  
(a Massachusetts Corporation)  
**AND**  
**U.S. GENOMICS, INC.**  
(a Delaware Corporation)

It is hereby certified that:

**FIRST:** The constituent business corporations participating in the merger herein certified are:

- (i) U.S. Genomics, Inc. ("Genomics MA"), which is incorporated under the laws of the Commonwealth of Massachusetts; and
- (ii) U.S. Genomics, Inc. ("Genomics DE"), which is incorporated under the laws of the State of Delaware.

**SECOND:** A Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Genomics MA in accordance with the laws of the State of its incorporation and by Genomics DE in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation in the merger herein certified is U.S. Genomics, Inc. (a Delaware corporation), which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

**FOURTH:** The Certificate of Incorporation of Genomics DE, as now in force and effect shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

**FIFTH:** The executed Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

U.S. Genomics, Inc.  
(a Delaware Corporation)  
6H Gill Street, Woburn, MA 01801

**CERTIFICATE OF MERGER**

**SIXTH:** A copy of the aforesaid Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

**SEVENTH:** The authorized capital stock of Genomics MA consists 400,000 shares of Common Stock, no par value per share, and 110,000 shares of Preferred Stock, \$1.00 par value per share, of which 4,155 is designated as Series A Preferred Stock, 30,500 is designated as Series B Preferred Stock and 34,000 is designated as Series C Preferred Stock

**EIGHTH:** The Plan of Merger between the aforesaid constituent corporations provides the merger herein certified shall be effective upon filing.

[Remainder of page is intentionally left blank.]

**CERTIFICATE OF MERGER**

Dated: 11/22/00, 2000

U.S. Genomics, Inc.  
(a Massachusetts corporation)

By:   
Ian Chan  
President & Chief Financial Officer

Dated: 11/22/00, 2000

U.S. Genomics, Inc.  
(a Delaware corporation)

By:   
Ian Chan  
President & Chief Financial Officer

TRADOC5:1227429.4(q639041.DOC)

COPY

FEDERAL IDENTIFICATION NO. 04-3411116 FEDERAL IDENTIFICATION NO.

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF CONSOLIDATION/MERGER
(General Laws, Chapter 156B, Section 79)

SECRETARY OF THE
CORPORATION DIVISION
2000 NOV 28 PM 1:22

consolidation/merger of

U.S. Genomics, Inc.

(a Massachusetts corporation)

and

U.S. Genomics, Inc.

(a Delaware corporation)

the constituent corporations, into

U.S. Genomics, Inc. (a Delaware corporation)

Delaware
one of the constituent corporations organized under the laws of:

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of consolidation/merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The resulting surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the consolidation/merger determined pursuant to the agreement of consolidation/merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing:

3. (For a merger)

The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

(For a consolidation)

(a) The purpose of the resulting corporation is to engage in the following business activities:

- C
P
M
R.A.

\*Delete the inapplicable words.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

**(For a consolidation)**

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

**\*\*c)** If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

**\*\*d)** The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

**\*\*e)** Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

~~Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.~~

~~4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the ~~resulting~~ / \*surviving corporation.~~

~~(a) The street address of the ~~resulting~~ \*surviving corporation in Massachusetts is: (post office boxes are not acceptable)~~

**\*\*If there are no provisions state "None".**

(b) The name, residential address and post office address of each director and officer of the ~~\*resulting / \*~~surviving corporation is:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:		
Treasurer:		
Clerk:		
Directors:		

(c) The fiscal year end (i. e. tax year) of the ~~\*resulting / \*~~surviving corporation shall end on the last day of the month of: December

(d) The name and business address of the resident agent, if any, of the ~~incorporating / \*~~surviving corporation is:

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5 The ~~\*resulting / \*~~surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~\*resulting / \*~~surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the 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 obligation, including taxes, in the same manner as provided in Chapter 181.

**FOR MASSACHUSETTS CORPORATIONS**

The undersigned ~~\*President / \*~~President and ~~\*Clerk / \*~~Assistant Clerk of U.S. Genomics, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~\*consolidation / \*~~merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

\_\_\_\_\_ , ~~\*President / \*~~President

\_\_\_\_\_ , ~~\*Clerk / \*~~Assistant Clerk

**FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS**

The undersigned, † President and †† Secretary, of U.S. Genomics, Inc., a corporation organized under the laws of \_\_\_\_\_, further state under the penalties of perjury that the agreement of ~~\*consolidation / \*~~merger has been duly adopted by such corporation in the manner required by the laws of Delaware.

*\*Delete the inapplicable words.  
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.  
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.*

† \_\_\_\_\_

†† \_\_\_\_\_



**ARTICLES OF ~~\*CONSOLIDATION~~ / \*MERGER**  
(General Laws, Chapter 156B, Section 79)

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I hereby approve the within Articles of \*Consolidation / \*Merger and the filing fee in the amount of \$ \_\_\_\_\_, having been paid, said articles are deemed to have been filed with me this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_.

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

**WILLIAM FRANCIS GALVIN**  
*Secretary of the Commonwealth*

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

Tracy M. Magnan, Legal Assistant  
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.  
One Financial Center  
Boston, MA 02111

Telephone: (617) 542-6000