

T/39-20

TRADEMARKS RECORDATION COVER SHEET

To the Director of the U.S. Patent and Trademark Office: Please record the attached original document or copy thereof.

<p>1. Name of conveying party(ies): Serono Laboratories, Inc. 100 Longwater Circle Norwell, MA 02061</p> <p>Type of Entity: Corporation-Massachusetts Additional names(s) of conveying party(ies) attached? No</p>	<p>2. Name and Address of receiving party(ies): Serono Laboratories, Inc. 100 Longwater Circle Norwell, MA 02061</p> <p>Type of Entity: Corporation-Delaware If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> No <input type="checkbox"/> Yes Additional name(s) & address(es) attached? <input type="checkbox"/> No <input type="checkbox"/> Yes</p>
<p>3. Nature of Conveyance: Merger</p> <p>Execution Date: December 28, 1992</p> <p>4.A. Trademark Application No(s):</p>	<p>B. Trademark Registration No.(s) Registration No. 1,311,955</p> <p>Additional numbers attached? No</p>

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p>	<p>6. Total number of documents involved: 1</p>
<p>OSTROLENK, FABER, GERB & SOFFEN, LLP 1180 Avenue of the Americas New York, New York 10036-8403</p>	<p>7. Total fee (37 CFR 3.41): \$40.00</p> <p>Enclosed as part of Check No.</p> <p>In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.</p>

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8. 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.

Charles P. LaPolla

Name of Person Signing


Signature

June 8, 2005

Date

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

CH \$40.00 150700 1311955

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 MERGER, WHICH MERGES:

"SERONO LABORATORIES, INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "SERONO-BAKER DIAGNOSTICS, INC." UNDER THE NAME OF "SERONO LABORATORIES, 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 DECEMBER, A.D. 1992, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 1993.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3925455

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DATE: 06-03-05

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STATE OF DELAWARE 0002

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 12/28/1992
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CERTIFICATE OF MERGER
OF
SERONO LABORATORIES, INC.
INTO
SERONO-BAKER DIAGNOSTICS, INC.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Serono-Baker Diagnostics, Inc.	Delaware
Serono Laboratories, Inc.	Massachusetts

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Serono-Baker Diagnostics, Inc., which shall herewith be changed to Serono Laboratories, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Serono-Baker Diagnostics, Inc., a Delaware corporation, shall be the certificate of incorporation of the surviving corporation of the merger except that Article I of the Certificate of Incorporation of Serono-Baker Diagnostics, Inc., the surviving corporation of the

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merger. is hereby amended to change the name of the corporation to Serono Laboratories, Inc.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation which is located at 100 Longwater Circle, Norwell, Massachusetts 02061.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of Serono Laboratories, Inc., a Massachusetts corporation, is 20,000,000 shares, par value \$0.01 per share.

EIGHTH: That this Certificate of Merger shall be effective on December 31, 1992.

SERONO-BAYER DIAGNOSTICS, INC.

By: Jean-Pierre Vernasse
Jean-Pierre Vernasse, President

Attest:

By: Joan B. Hass
Joan B. Hass, Secretary

SERONO LABORATORIES, INC.

By: Hisham Samra
Hisham Samra, President

Attest:

By: Joan B. Hass
Joan B. Hass, Clerk

TRADEMARK