

Form PTO-1594 (Rev. 07/05)  
OMB Collection 0651-0027 (exp. 6/30/2008)

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.

**1. Name of conveying party(ies):**

Innaphase Group Holdings, Inc. (a Delaware Corporation)  
Thermo Labsystems Inc. (a Massachusetts Corporation)

- Individual(s)
- General Partnership
- Corporation- State: see above
- Other \_\_\_\_\_
- Association
- Limited Partnership

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance /Execution Date(s) :**

Execution Date(s) 3/15/2006

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

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

Additional names, addresses, or citizenship attached?  Yes  No

Name: Thermo Labsystems Inc.

Internal

Address: SUITE 407J

Street Address: 100 Cummings Center

City: Beverly

State: Massachusetts

Country: USA Zip: 01915

- 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)

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

A. Trademark Application No.(s)  
(see attached)

B. Trademark Registration No.(s)  
(see attached)

Additional sheet(s) attached?  Yes  No

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

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

Name: Timothy D. Pecsénye

Internal Address: Blank Rome LLP

9th Floor

Street Address: One Logan Square

City: Philadelphia

State: PA Zip: 19103-6998

Phone Number: (215) 569-5619

Fax Number: (215) 832-5619

Email Address: pecseny@blankrome.com

**6. Total number of applications and registrations involved:**

\*\*\*

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 265**

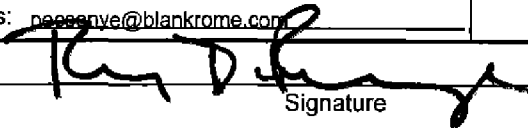
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number 02-2555

Authorized User Name Timothy D. Pecsénye

**9. Signature:**

Signature

5/26/2006

Date

Timothy D. Pecsénye

Name of Person Signing

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

15

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$265.00 022555 78436663

4.A. Additional Trademark Application Numbers of Recordal of Merger between Innaphase Group Holdings, Inc and Thermo Labsystems Inc.

78/436,663

78/195,787

78/436,662

78/195,786

78/436,711

78/204,502

4.B. Additional Trademark Registration Numbers of Recordal of Merger between Innaphase Group Holdings, Inc and Thermo Labsystems Inc.

2,731,541

2,620,914

2,651,838

2,885,429

# Delaware

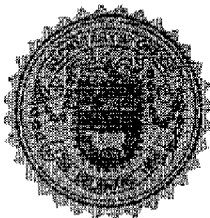
PAGE 1

*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:

"INNAPHASE GROUP HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "THERMO LABSYSTEMS INC." UNDER THE NAME OF "THERMO LABSYSTEMS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF APRIL, A.D. 2006, AT 2:07 O'CLOCK P.M.

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



4139108 8100M

060329544

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4656263

DATE: 04-10-06

TRADEMARK  
REEL: 003319 FRAME: 0950

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:51 PM 04/07/2006  
FILED 02:07 PM 04/07/2006  
SRV 060329544 - 3258086 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

INNAPHASE GROUP HOLDINGS, INC., A DELAWARE CORPORATION

INTO

THERMO LABSYSTEMS INC., A MASSACHUSETTS CORPORATION

\*\*\*\*\*

Thermo Labsystems Inc., a corporation organized and existing under the laws of the Commonwealth of Massachusetts (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 12<sup>th</sup> day of August, 1996, pursuant to the General Corporation Laws of the Commonwealth of Massachusetts.

SECOND: That this Corporation owns all of the outstanding shares of each class of the stock of InnaPhase Group Holdings, Inc., a corporation incorporated on the 11<sup>th</sup> day of July, 2000, pursuant to the General Corporation Law of the State of Delaware

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent on March 15, 2006, determined to merge into itself the said InnaPhase Group Holdings, Inc.:

" RESOLVED: That the Corporation be, and it hereby is, authorized to merge InnaPhase Group Holdings, Inc., a Delaware corporation, of which it owns one hundred percent (100%) of the outstanding capital stock, with and into the Corporation, upon the terms and conditions set forth in the Plan of Merger (the "Plan") attached hereto as Exhibit A.

RESOLVED: That the form of Plan attached hereto as Exhibit A, is hereby approved.

FURTHER

RESOLVED: That the officers of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute, deliver and perform such additional agreements, certificates and other documents and to take such actions as the officer so acting shall approve for the purpose of facilitating the consummation by the Corporation of the transactions contemplated by the merger described in the foregoing resolutions (including, without limitation, the execution and filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and Articles of Merger with the Secretary of the Commonwealth of Massachusetts), the

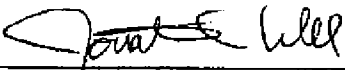
execution, delivery or performance of any such agreement, certificate or other document and the taking of any such action by such officer to be conclusive evidence of the approval of such officer and the authorization thereof by the Corporation; and that the execution, delivery or performance of any such agreement, certificate or other document and the taking of any such action by such officer prior to the date hereof be, and the same hereby is, ratified, confirmed and approved as having been authorized by the Corporation pursuant to this resolution."

FOURTH: The merger will become effective on April 30, 2006.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, said Thermo Labsystems Inc. has caused this certificate to be signed by Jonathan C. Wilk, its Assistant Secretary, this 15th day of March, 2006.

THERMO LABSYSTEMS INC.

By:   
Jonathan C. Wilk, Assistant Secretary

**EXHIBIT A - PLAN OF MERGER**

\* \* \* \* \*

- I. The name and state of incorporation of the merging (non-surviving) corporation is InnaPhase Group Holdings, Inc., a Delaware corporation (the "Subsidiary Corporation").
- II. The name and state of incorporation of the surviving corporation is Thermo Labsystems Inc., a Massachusetts corporation (the "Parent Corporation").
- III. The terms and conditions of the merger including the treatment of shares of the constituent corporations are as follows:
  - (a) The Merger. The Subsidiary Corporation will be merged with and into the Parent Corporation in accordance with this Plan of Merger and the General Corporation Law of the State of Delaware and the General Corporations Laws of the Commonwealth of Massachusetts (the "Merger").
  - (b) Effective Time of Merger. The Merger will become effective on April 30, 2006 (the "Effective Time").
  - (c) Corporate Existence. From and after the Effective Time, the separate corporate existence of the Subsidiary Corporation shall cease and the Parent Corporation shall continue its corporate existence under the laws of the Commonwealth of Massachusetts as the surviving corporation (the "Surviving Corporation").
  - (d) Articles of Organization and By-laws. From and after the Effective Time, the Articles of Organization of the Parent Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Corporation. From and after the Effective Time, the by-laws of the Parent Corporation, as in effect immediately prior to the Effective Time, shall be the by-laws of the Surviving Corporation.

- (e) Officers and Directors. Immediately following the Effective Time, the officers and directors of the Parent Corporation immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and the by-laws of the Surviving Corporation.
- (f) Assumption of Obligations. At the Effective Time, the Parent Corporation shall assume all of the obligations of the Subsidiary Corporation pursuant to the General Corporation Law of the State of Delaware and the General Corporation Laws of the Commonwealth of Massachusetts.
- IV. Treatment of Shares. At the Effective Time, all issued and outstanding shares of capital stock of the Subsidiary Corporation shall automatically and by operation of law be extinguished and cancelled without consideration and all certificates evidencing ownership of such shares shall be void and of no effect; and all issued and outstanding shares of capital stock of the Parent Corporation shall remain issued and outstanding and shall not be affected by the Merger.



DF  
PC

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

## Articles of Merger

FORM MUST BE TYPED

Domestic Corporation Involving Foreign Corporation or Foreign Other Entity

(General Laws, Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
INNAPHASE GROUP HOLDINGS, INC.	DELAWARE	JULY 11, 2000
THERMO LAB SYSTEMS INC.	MASSACHUSETTS	AUGUST 12, 1996

(3) The foreign corporation is not  \* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity THERMO LAB SYSTEMS INC.

(5) The jurisdiction under the laws of which the surviving entity will be organized MASSACHUSETTS

(6) The merger shall be effective at the time and on the date approved by the Division unless a later effective date not more than 90 days from the date and time of filing is specified April 30, 2006

For each domestic corporation that is a party to the merger

(Please check the appropriate box)

(7)  The plan of merger was duly approved by the shareholders and, if voting by any separate voting group was required, by each separate voting group, in the manner required by G. L., Chapter 156D and the corporation's articles of organization.

OR

(8)  The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

SECRETARY OF THE COMMONWEALTH  
CORPORATIONS DIVISION  
RECEIVED  
APR 07 2006

- (10) Where applicable, attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.
- (11) Where applicable, attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.
- (12) Where applicable, the executive office address of a foreign other entity, if such information is not on the record of the foreign other entity and such foreign other entity is the survivor of the merger.

Signed by Kenneth J. Apicerno  
*(signature of authorized individual)*

- Chairman of the Board of Directors
- President
- Other Officer
- Court-appointed fiduciary,

on this 15th day of March of 2006

Signed by Jonathan C. Wilk  
*(signature of authorized individual)*

- Chairman of the Board of Directors
- President
- Other Officer
- Court-appointed fiduciary,

on this 15th day of March of 2006