

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Thermo Electron Corporation		11/09/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	THERMO FISHER SCIENTIFIC INC.		
<b>Street Address:</b>	81 Wyman Street		
<b>City:</b>	Waltham		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02454		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3122603		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(617)720-9601		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	617-720-9600		
<b>Email:</b>	ELinek@bannerwitcoff.com		
<b>Correspondent Name:</b>	E.V. Linek - Banner & Witcoff, Ltd.		
<b>Address Line 1:</b>	28 State Street		
<b>Address Line 2:</b>	Floor 28		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02109-1775		
<b>ATTORNEY DOCKET NUMBER:</b>	004518.00021		
<b>NAME OF SUBMITTER:</b>	Ernest V. Linek		
<b>Signature:</b>	/Ernest V. Linek/		
<b>Date:</b>	11/16/2006		

CH \$40.00 3122603

**Total Attachments: 3**

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# Delaware

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*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 AMENDMENT OF "THERMO ELECTRON CORPORATION", CHANGING ITS NAME FROM "THERMO ELECTRON CORPORATION" TO "THERMO FISHER SCIENTIFIC INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER, A.D. 2006, AT 12:29 O'CLOCK P.M.

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



0558016 8100

061028313

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5183450

DATE: 11-09-06

TRADEMARK

REEL: 003429 FRAME: 0901

CERTIFICATE OF AMENDMENT OF  
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
THERMO ELECTRON CORPORATION

Thermo Electron Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That by an action by the Board of Directors dated July 13, 2006, resolutions were duly adopted setting forth proposed amendments of the Third Amended and Restated Certificate of Incorporation of the Company. The resolutions setting forth the proposed amendments are as follows:

RESOLVED, that, following approval of the stockholders of the Company, and effective upon the Effective Time (as such term is defined in the Agreement and Plan of Merger, dated May 7, 2006, by and among the Company, Fisher Scientific International Inc. and Trumpet Merger Corporation), Article FIRST to the Company's Third Amended and Restated Certificate of Incorporation shall be amended to read in its entirety as follows: "FIRST: The name of the Company is Thermo Fisher Scientific Inc."

RESOLVED, that, upon approval of the stockholders of the Company, the first paragraph of Article FOURTH to the Company's Third Amended and Restated Certificate of Incorporation shall be amended by deleting the words "Three Hundred Fifty Million (350,000,000)" in the first sentence thereof and inserting in its place the words "One Billion Two Hundred Million (1,200,000,000)".

SECOND: That at a meeting and vote of stockholders dated August 30, 2006, said amendments were duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.


THIRD: That Article FIRST to the Company's Third Amended and Restated Certificate of Incorporation be, and it hereby is, amended to read in its entirety as follows:

"FIRST: The name of the Company is Thermo Fisher Scientific Inc."


FOURTH: That the first paragraph of Article FOURTH to the Company's Third Amended and Restated Certificate of Incorporation be, and it hereby is, amended by deleting the words "Three Hundred Fifty Million (350,000,000)" in the first sentence thereof and inserting in its place the words "One Billion Two Hundred Million (1,200,000,000)".

FIFTH: That the amendments of the Company's Third Amended and Restated Certificate of Incorporation herein certified have been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Thermo Electron Corporation has caused this certificate to be signed by its President and Chief Executive Officer, and attested by its Vice President, General Counsel and Secretary, this 9<sup>th</sup> day of November, 2006.

By:   
Name: Marijn E. Dekkers  
Title: President and Chief Executive Officer

ATTEST:

By:   
Name: Seth H. Hoogasian  
Title: Vice President, General Counsel and Secretary