

Delaware

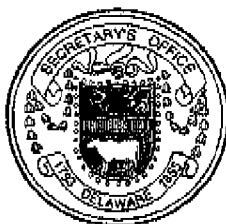
PAGE 1

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:

"ZYMED LABORATORIES, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "INVITROGEN CORPORATION" UNDER THE NAME OF
"INVITROGEN CORPORATION", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-THIRD DAY OF AUGUST, A.D. 2006, AT
3:31 O'CLOCK P.M.

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



2753431 8100M

060787480

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4997917

DATE: 08-24-06

TRADEMARK

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 02:19 PM 08/23/2006
 FILED 03:31 PM 08/23/2006
 SVR 060787490 - 2753431 FILE

CERTIFICATE OF OWNERSHIP AND MERGED

MERGING

Zymed Laboratories, Inc.
 (a California corporation)

into

Invitrogen Corporation
 (a Delaware corporation)

(PURSUANT TO SECTION 253 OF THE
 DELAWARE GENERAL CORPORATION LAW)

Invitrogen Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify:

1. The Company is the owner of one hundred percent (100%) of the outstanding shares of each class of capital stock of Zymed Laboratories, Inc., a California corporation (the "Subsidiary").

2. The Company, in accordance with the following resolutions adopted on January 27, 2006 by the Board of Directors of the Company, hereby merges the Subsidiary into the Company, with the Company as the surviving corporation:

"WHEREAS, the Board of Directors of the Company deems it to be advisable and in the best interests of the Company and its stockholders that the Company consolidate its subsidiaries so as to eliminate redundant legal entities:

RESOLVED, that the officers of the Company, and any of them, are each hereby authorized to transfer, merge or otherwise liquidate, directly or indirectly, any Company subsidiary to complete the international structure and consolidate operations.

RESOLVED FURTHER, that the officers of the Company, and any of them, are each hereby authorized to enter into and to execute and deliver on behalf of the Company the necessary intercompany agreements, all exhibits and schedules, and any and all documents contemplated thereby, and to take any and all actions necessary or appropriate to complete the international structure and consolidation of operations and transactions contemplated thereby.

RESOLVED FURTHER, that any actions taken by the officers of the Company prior to the adoption of the foregoing resolutions that are within the authority conferred hereby are hereby ratified, approved and confirmed as the acts and deeds of the Company"

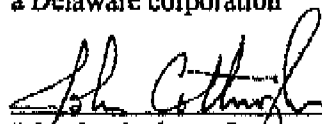
3. Pursuant to Section 253 of the Delaware General Corporation Law and the above resolutions, the Company shall merge the Subsidiary into itself and assume all obligations of the Subsidiary (the "Merger").

4. Upon the Merger becoming effective, all issued and outstanding shares of each class of stock of the Subsidiary are cancelled.

5. The Certificate of Incorporation and Bylaws of the Company shall not be amended and shall remain the Certificate of Incorporation and Bylaws of the surviving corporation.

The Company has caused this Certificate of Ownership and Merger to be signed by its Secretary on this 15 day of August, 2006.

INVTROGEN CORPORATION
a Delaware corporation


John Cottingham, Secretary