

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/12/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Thermo IEC Inc.		07/12/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Thermo Forma Inc.
Street Address:	81 Wyman Street
City:	Waltham
State/Country:	DELAWARE
Postal Code:	02454
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	0824031	E-C

**CORRESPONDENCE DATA**

Fax Number: (212)527-7701  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212-527-7700  
 Email: tmdocket@darbylaw.com  
 Correspondent Name: Laura J. Winston/Darby & Darby P.C.  
 Address Line 1: P.O. Box 770, Church Street Station  
 Address Line 4: New York, NEW YORK 10008-0770

ATTORNEY DOCKET NUMBER:	09442/300J619-US0.MERGER2
NAME OF SUBMITTER:	Laura J. Winston
Signature:	/Laura J. Winston/

OP \$40.00 0824031

Date:

08/09/2007

**Total Attachments: 6**

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# 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:

"THERMO IEC INC.", A DELAWARE CORPORATION,

WITH AND INTO "THERMO FORMA INC." UNDER THE NAME OF "THERMO FORMA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 2006, AT 12 O'CLOCK P.M.

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



2139896 8100M

061156241

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5307942

DATE: 12-26-06

TRADEMARK  
REEL: 003597 FRAME: 0849

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:01 PM 12/18/2006  
FILED 12:01 PM 12/18/2006  
SRV 061156241 - 2139896 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

THERMO IEC INC., A DELAWARE CORPORATION

INTO

THERMO FORMA INC., A DELAWARE CORPORATION

\* \* \* \* \*

Thermo Forma Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 6<sup>th</sup> day of October, 1987, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of each class of the stock of Thermo IEC Inc., a corporation incorporated on the 7<sup>th</sup> of September, 1989, 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 December 11, 2006, determined to merge into itself the said Thermo IEC Inc.:

"RESOLVED: That the Corporation be, and it hereby is, authorized to merge Thermo IEC 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.

FURTHER

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), 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.

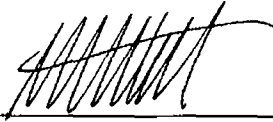
FOURTH: That this merger is to be effective as of the date that this Certificate of Ownership and Merger is filed with the Delaware Secretary of State.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, said Thermo Forma Inc. has caused this certificate to be signed by Samuel J. Gesten, its Assistant Secretary, this 7<sup>th</sup> day of December, 2006.

THERMO FORMA INC.

By:



Samuel J. Gesten, Assistant Secretary

## EXHIBIT A – PLAN OF MERGER

\* \* \* \* \*

- I. The name and state of incorporation of the merging (non-surviving) corporation is Thermo IEC Inc., a Delaware corporation (the “Subsidiary Corporation”).
- II. The name and state of incorporation of the surviving corporation is Thermo Forma Inc., a Delaware 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 (the “Merger”).
  - (b) Effective Time of Merger. The Merger will become effective upon submission of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (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 State of Delaware as the surviving corporation (the “Surviving Corporation”).
  - (d) Certificate of Incorporation and By-laws. From and after the Effective Time, the Certificate of Incorporation of the Parent Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation 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.

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.