

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | | | |
|----------------------------------|--|-----------------|------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 10/21/2009 | | |
| CONVEYING PARTY DATA | | | |
| | Name | Formerly | Execution Date |
| | Prodesse, Inc. | | 10/21/2009 |
| | | | Entity Type |
| | | | CORPORATION: WISCONSIN |
| RECEIVING PARTY DATA | | | |
| Name: | Gen-Probe Prodesse, Inc. | | |
| Street Address: | N1870 Westwood Drive | | |
| City: | Waukesha | | |
| State/Country: | WISCONSIN | | |
| Postal Code: | 53186 | | |
| Entity Type: | CORPORATION: WISCONSIN | | |
| PROPERTY NUMBERS Total: 1 | | | |
| | Property Type | Number | Word Mark |
| | Registration Number: | 2868510 | PRODESSE |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (608)258-4258 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 608-258-4204 | | |
| Email: | ptomailmadison@foley.com | | |
| Correspondent Name: | Tricia L. Schulz | | |
| Address Line 1: | 150 East Gilman Street | | |
| Address Line 4: | Madison, WISCONSIN 53703 | | |
| ATTORNEY DOCKET NUMBER: | 044436-0112 | | |
| NAME OF SUBMITTER: | Tricia L. Schulz | | |
| Signature: | /tschulz/ | | |

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**TRADEMARK
 REEL: 004249 FRAME: 0410**

Date:

07/28/2010

Total Attachments: 4

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Sec. 180.11045 and

RECEIVED
10/21/2009
State:

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services

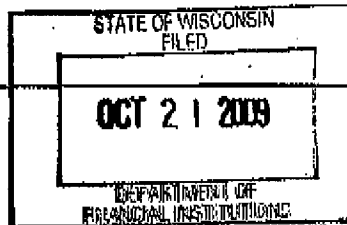


OCT 21 2009

WISCONSIN
DFI

ARTICLES OF MERGER
Domestic and Foreign For-Profit Corporations

1. Non-Surviving Parties to the Merger:



| | |
|--|--|
| Corporation Name: Prodigy Acquisition Corp. | Organized under the laws of Wisconsin (state or country) |
|--|--|

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

Yes No

If yes, the surviving corporation is required to file a report with the Wisconsin Department of Revenue under sec. 73.14 of the Wisconsin Statutes. (See instructions.)

| | |
|-------------------|---|
| Corporation Name: | Organized under the laws of (state or country) |
|-------------------|---|

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

Yes No

If yes, the surviving corporation is required to file a report with the Wisconsin Department of Revenue under sec. 73.14 of the Wisconsin Statutes. (See instructions.)

Schedule more non-surviving parties as an additional page and indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate.

2. Surviving Corporation:

| | |
|-------------------------------------|--|
| Corporation Name: Prodesse, Inc. | Organized under the laws of Wisconsin (state or country) |
|-------------------------------------|--|

3. Indicate below if the surviving corporation is an indirect wholly owned subsidiary or parent:

The surviving corporation is a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with sec. 180.11045 and the requirements of sec. 180.11045(2) have been satisfied.

The surviving corporation is not a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent.

FILING FEE - \$150.00

DFI/CORP/2001(C06/06)

4. The plan of merger has been approved and adopted by each corporation that is a party to the merger as required under sec. 180.1103 or 180.1104, Wis. Stats., as applicable.

5. A. The articles of incorporation of the surviving corporation are amended as follows:

The Articles of Incorporation of the Surviving Corporation shall be amended and restated in their entirety to read as set forth on Exhibit A attached hereto.

OR

B. If there are no amendments, indicate the name of the corporation that is a party to the merger whose articles of incorporation will be the articles of incorporation of the surviving corporation:

[Empty box for name of corporation]

6. The executed plan of merger is on file at the principal place of business of the surviving corporation.

7. The surviving corporation will provide a copy of the plan of merger, upon request and without cost, to any shareholder of a corporation that was a party to the merger or, upon payment to the surviving corporation of an amount equal to the cost of producing the copy, to any other interested person.

8. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on 10/21/09 (date) at _____ (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by sec.180.0123.

9. Executed on 10/20/09 (date) by the surviving corporation on behalf of all parties to the merger.

Mark (X) below the title of the person executing the document.

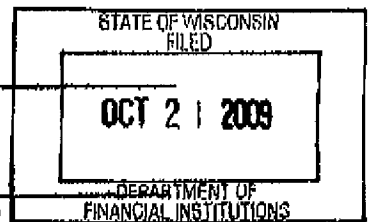
Title: [X] President OR [] Secretary or other officer title _____

[Handwritten Signature]

(Signature)

THOMAS SHANNON

(Printed Name)



This document was drafted by: Kasey A. Wroblewski (Name the individual who drafted the document)

EXHIBIT A
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GEN-PROBE PRODESSE, INC.

These Second Amended and Restated Articles of Incorporation shall supersede and replace the heretofore existing Restated Articles of Incorporation and all amendments thereto of Prodesse, Inc., a Wisconsin corporation organized under Chapter 180 of the Wisconsin Statutes:

ARTICLE I

The name of the corporation is Gen-Probe Prodesse, Inc.

ARTICLE II

The period of existence of the corporation shall be perpetual.

ARTICLE III

The corporation is authorized to engage in any lawful activity for which corporations may be organized under Chapter 180 of the Wisconsin Statutes.

ARTICLE IV

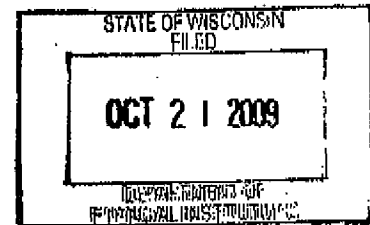
The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares of stock consisting of one class only, designated as "common stock" having a par value of \$.001 each.

ARTICLE V

The registered office of the corporation is located at 780 North Water Street, Milwaukee, WI 53202 and the name of its registered agent at such address is G&K Wisconsin Services, LLC.

ARTICLE VI

The number of directors constituting the Board of Directors of the corporation shall be as provided in the Bylaws of the corporation. The number of directors of the corporation may be changed from time to time by the Bylaws of the corporation, but in no case shall be less than one (1).



10/20/2009 12:16 FAX 414 273 5198

GODFREY & KAHN

005/007

Fee simple ownership interest Yes No (for DFI use only)**ARTICLES OF MERGER**

Domestic and Foreign Business Corporations

Janell M. Bishop, Paralegal
 Godfrey & Kahn, S.C.
 780 North Water Street
 Milwaukee, WI 53202

▲ Enter your return address within the bracket above.

Phone number during the day: (414) 273 - 3500**INSTRUCTIONS (Ref. Sec. 180.11045 and 180.1105, Wis. Stats. for document content)**

Submit one original and one exact copy along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under 180.0103(16).

| | | |
|---|---|---|
| Mailing Address: Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7846 Madison WI 53707-7846 | Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 345 W. Washington Ave - 3 rd Fl. Madison WI 53703 | Phone: 608-261-7577 FAX: 608-267-6813 TTY: 608-266-8818 |
|---|---|---|

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the corporation name and state or country of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in sec. 180.0103 (9), Wis. Stats. Select yes or no to indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.
2. Enter the corporation name (prior to any amendment to change the name) and state or country of organization of the surviving corporation.
3. Indicate whether the surviving corporation is an indirect wholly owned subsidiary or parent. See sec. 180.11045, Wis. Stats. for requirements. See sec. 180.11045(1)(b), Wis. Stats. for definition.
4. This statement is required per sec. 180.1106 (1)(cm) of the Wis. Stats.
5. A. OR B. Indicate any amendments to the articles of incorporation of the surviving corporation in section A. If there are no amendments, indicate the name of the corporation that is a party to the merger whose articles of incorporation will be the articles of incorporation of the surviving corporation in section B.
6. This statement is required per sec. 180.1105(f) of the Wis. Stats.
7. This statement is required per sec. 180.1105(g) of the Wis. Stats.
8. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
9. Enter the date of execution and the name and title of the person signing the document. If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

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RECORDED: 07/28/2010

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