

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2011		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Lonza Wayne, Inc.		12/20/2010	CORPORATION: PENNSYLVANIA
<b>RECEIVING PARTY DATA</b>			
Name:	Lonza Walkersville, Inc.		
Street Address:	8830 Biggs Ford Road		
City:	Walkersville		
State/Country:	MARYLAND		
Postal Code:	21793-0127		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	3676260	M	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(215)832-5767		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	215-569-5767		
Email:	perry@blankrome.com		
Correspondent Name:	David M. Perry		
Address Line 1:	One Logan Square		
Address Line 2:	8th Floor		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103-6998		
ATTORNEY DOCKET NUMBER:	127307-00101		
NAME OF SUBMITTER:	David M. Perry		
Signature:	/David M. Perry/		

CH \$40.00 3676260

Date:

03/11/2011

**Total Attachments: 21**

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PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles/Certificate of Merger  
(15 Pa.C.S.)

- Domestic Business Corporation (§ 1926)  
 Domestic Nonprofit Corporation (§ 5926)  
 Limited Partnership (§ 8547)

No. BELINDA SCHORY  
PENNCORP SERVICEGROUP, INC.  
As of  
600 NORTH SECOND ST. 0321  
City Zip Code  
PO BOX 1210  
HARRISBURG, PA 17108-1210

Commonwealth of Pennsylvania  
ARTICLES OF MERGER-BUSINESS 6 Page(s)



Fee: \$150 plus \$40 additional for each  
Party in addition to two

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:  
LONZA WALKERSVILLE, INC.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				
o/o				

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of Delaware and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				
o/o <u>National Corporate Research, Ltd.</u>				
County <u>Dauphin</u>				

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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PA. DEPT. OF STATE

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
LONZA WAYNE, INC.		National Corporate Research, L.L.C.	Dauphin

4. Check, and if appropriate complete, one of the following:

- The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.
- The plan of merger shall be effective on: January 1, 2011 at 12:01 am, for accounting purposes only  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
Lonza Wayne, Inc.	adopted by action of the shareholders and the Board of Directors.

6. Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger. The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

- The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.
- Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

Number and street	City	State	Zip	County
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DSCB: 15-1926/3926/8547-3

IN TESTIMONY WHEREOF, the undersigned  
corporation/limited partnership has caused these  
Articles/Certificate of Merger to be signed by a duly  
authorized officer thereof

20 day of DECEMBER  
2010.

LONZA WALKERSVILLE, INC

Name of Corporation/Limited Partnership

[Signature]

Signature

PRESIDENT

Title

LONZA WAYNE, INC.

Name of Corporation/Limited Partnership

[Signature]

Signature

PRESIDENT

Title

TRADEMARK

REEL: 004496 FRAME: 0818

WRITTEN CONSENT  
OF THE  
SOLE SHAREHOLDER  
OF  
LONZA WALKERSVILLE, INC.

The undersigned, being the holder of the outstanding shares of stock of Lonza Walkersville, Inc., a Delaware corporation (the "Corporation"), does hereby adopt the following resolutions by written consent in lieu of a meeting pursuant to Section 228 of the Delaware General Corporation Law:

Merger with Lonza Walkersville, Inc.

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to merge with Lonza Wayne, Inc. ("Wayne");

NOW THEREFORE:

RESOLVED, that the sole stockholder of the Corporation approves the merger of Wayne with and into the Corporation; and be it further

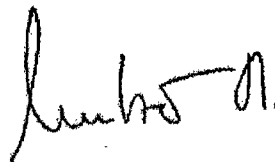
RESOLVED, that the Corporation shall merge with Wayne pursuant to the Agreement and Plan of Merger in substantially the form as attached hereto; and be it further

RESOLVED, that the Agreement and Plan of Merger (the "Merger Document"), in substantially the form as attached hereto, be and hereby are approved, with such changes therein as the officer executing the same may approve.

IN WITNESS WHEREOF, this Consent has been executed with the intent that it be effective as of the 20 day of December, 2010.

SOLE SHAREHOLDER:

LONZA AMERICA INC.



By: \_\_\_\_\_  
Name: Stephan Kutzer  
Its: President

UNANIMOUS WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS  
OF  
LONZA WALKERSVILLE, INC.

The undersigned, being all of the members of the Board of Directors of Lonza Walkersville, Inc. (the "Corporation"), hereby adopt the following resolutions by written consent in lieu of a meeting, pursuant to Section 141 of the Delaware Business Corporation Law:

Merger with Lonza Walkersville, Inc.

RESOLVED, that the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to merge with Lonza Wayne, Inc. ("Wayne"); and be it further

RESOLVED, that the Corporation shall merge with Wayne pursuant to the Agreement and Plan of Merger in substantially the form as attached hereto; and be it further

RESOLVED, that the Corporation shall cause to be executed, certified and filed, the documents prescribed by the laws of the Commonwealth of Pennsylvania in order to effect such merger; and be it further


RESOLVED, that the Agreement and Plan of Merger (the "Merger Document"), in substantially the form as attached hereto, be and hereby are approved, with such changes therein as the officer executing the same may approve; and be it further

RESOLVED, that the Merger Document be presented to the shareholder of the Corporation for its approval and authorizations; and be it further

RESOLVED, that the proper officers of the Corporation be and hereby are authorized and directed to execute in the name of the Corporation and on its behalf all certificates, documents, instruments and the like, and to take all such actions, as they or any of them shall deem necessary or appropriate, upon the advice of counsel, in order to effect the consummation of the foregoing resolutions.

Resolved, further that all actions previously taken by any authorized officer in connection with the transactions contemplated by the foregoing resolutions be, and they hereby are, adopted, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, this Consent has been executed with the intent that it be effective as of the 20 day of December, 2010.

  
\_\_\_\_\_  
Lukas Utiger, President

\_\_\_\_\_  
Alexander Hoy, Vice President, CFO & Treasurer

UNANIMOUS WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS  
OF  
LONZA WALKERSVILLE, INC.

The undersigned, being all of the members of the Board of Directors of Lonza Walkersville, Inc. (the "Corporation"), hereby adopt the following resolutions by written consent in lieu of a meeting, pursuant to Section 141 of the Delaware Business Corporation Law:

Merger with Lonza Walkersville, Inc.

RESOLVED, that the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to merge with Lonza Wayne, Inc. ("Wayne"); and be it further

RESOLVED, that the Corporation shall merge with Wayne pursuant to the Agreement and Plan of Merger in substantially the form as attached hereto; and be it further

RESOLVED, that the Corporation shall cause to be executed, certified and filed, the documents prescribed by the laws of the Commonwealth of Pennsylvania in order to effect such merger; and be it further

RESOLVED, that the Agreement and Plan of Merger (the "Merger Document"), in substantially the form as attached hereto, be and hereby are approved, with such changes therein as the officer executing the same may approve; and be it further

RESOLVED, that the Merger Document be presented to the shareholder of the Corporation for its approval and authorizations; and be it further

RESOLVED, that the proper officers of the Corporation be and hereby are authorized and directed to execute in the name of the Corporation and on its behalf all certificates, documents, instruments and the like, and to take all such actions, as they or any of them shall deem necessary or appropriate, upon the advice of counsel, in order to effect the consummation of the foregoing resolutions.

Resolved, further that all actions previously taken by any authorized officer in connection with the transactions contemplated by the foregoing resolutions be, and they hereby are, adopted, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, this Consent has been executed with the intent that it be effective as of the 30 day of December, 2010.

\_\_\_\_\_  
Lukas Utiger, President

  
\_\_\_\_\_  
Alexander Hoy, Vice President, CFO & Treasurer



WRITTEN CONSENT  
OF THE  
SOLE SHAREHOLDER  
OF  
LONZA WAYNE, INC.

The undersigned, being the sole stockholder of Lonza Wayne, Inc., a Pennsylvania corporation (the "Corporation"), acting pursuant to Section 1766(a) of the Pennsylvania Business Corporation Law of 1988, does hereby adopt the following resolutions in lieu of a meeting of the stockholder:

Merger with Lonza Walkersville, Inc.

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to merge with and into Lonza Walkersville, Inc. ("Walkersville");

NOW THEREFORE:

RESOLVED, that the sole stockholder of the Corporation approves the merger of the Corporation with and into Walkersville; and be it further

RESOLVED, that the Corporation shall be merged with and into Walkersville, pursuant to the Agreement and Plan of Merger in substantially the form as attached hereto; and be it further

RESOLVED, that the Agreement and Plan of Merger (the "Merger Document"), in substantially the form as attached hereto, be and hereby are approved, with such changes therein as the officer executing the same may approve; and be it further

RESOLVED, that the Corporation shall file a Certificate of Merger in the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, this Consent has been executed with the intent that it be effective as of the 20 day of December, 2010.

SOLE SHAREHOLDER:

LONZA WALKERSVILLE, INC.

By: 

Name: Lukas Utiger

Its: President

UNANIMOUS WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS  
OF  
LONZA WAYNE, INC.

The undersigned, constituting all of the directors of Lonza Wayne, Inc., a Pennsylvania corporation (the "Corporation"), waiving all notice of a meeting of the Board of Directors of the Corporation (the "Board") and acting pursuant to Section 1727(a) of the Pennsylvania Business Corporation Law of 1988, do hereby consent to the following actions and adopt the following resolutions in lieu of a meeting of the Board:

Merger with Lonza Walkersville, Inc.

RESOLVED, that the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to merge with and into Lonza Walkersville, Inc. ("Walkersville,"); and be it further

RESOLVED, that the Corporation shall be merged with and into Walkersville, pursuant to the Agreement and Plan of Merger in substantially the form as attached hereto; and be it further

RESOLVED, that the Corporation shall cause to be executed, certified and filed, the documents prescribed by the laws of the Commonwealth of Pennsylvania in order to effect such merger; and be it further

RESOLVED, that the Agreement and Plan of Merger (the "Merger Document"), in substantially the form as attached hereto, be and hereby are approved, with such changes therein as the officer executing the same may approve; and be it further

RESOLVED, that the Merger Document be presented to the shareholder of the Corporation for its approval and authorizations; and be it further

RESOLVED, that the proper officers of the Corporation be and hereby are authorized and directed to execute in the name of the Corporation and on its behalf all certificates, documents, instruments and the like, and to take all such actions, as they or any of them shall deem necessary or appropriate, upon the advice of counsel, in order to effect the consummation of the foregoing resolutions.

RESOLVED, further that all actions previously taken by any authorized officer in connection with the transactions contemplated by the foregoing resolutions be, and they hereby are, adopted, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, this Consent has been executed with the intent that it be effective as of the 20 day of December, 2010.

  
\_\_\_\_\_  
Lukas Utiger

\_\_\_\_\_  
Alexander Hoy

UNANIMOUS WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS  
OF  
LONZA WAYNE, INC.

The undersigned, constituting all of the directors of Lonza Wayne, Inc., a Pennsylvania corporation (the "Corporation"), waiving all notice of a meeting of the Board of Directors of the Corporation (the "Board") and acting pursuant to Section 1727(a) of the Pennsylvania Business Corporation Law of 1988, do hereby consent to the following actions and adopt the following resolutions in lieu of a meeting of the Board:

Merger with Lonza Walkersville, Inc.

RESOLVED, that the Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to merge with and into Lonza Walkersville, Inc. ("Walkersville,"); and be it further

RESOLVED, that the Corporation shall be merged with and into Walkersville, pursuant to the Agreement and Plan of Merger in substantially the form as attached hereto; and be it further

RESOLVED, that the Corporation shall cause to be executed, certified and filed, the documents prescribed by the laws of the Commonwealth of Pennsylvania in order to effect such merger; and be it further

RESOLVED, that the Agreement and Plan of Merger (the "Merger Document"), in substantially the form as attached hereto, be and hereby are approved, with such changes therein as the officer executing the same may approve; and be it further

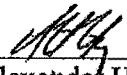
RESOLVED, that the Merger Document be presented to the shareholder of the Corporation for its approval and authorizations; and be it further

RESOLVED, that the proper officers of the Corporation be and hereby are authorized and directed to execute in the name of the Corporation and on its behalf all certificates, documents, instruments and the like, and to take all such actions, as they or any of them shall deem necessary or appropriate, upon the advice of counsel, in order to effect the consummation of the foregoing resolutions.

RESOLVED, further that all actions previously taken by any authorized officer in connection with the transactions contemplated by the foregoing resolutions be, and they hereby are, adopted, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, this Consent has been executed with the intent that it be effective as of the 20 day of December, 2010.

\_\_\_\_\_  
Lukas Utiger

  
\_\_\_\_\_  
Alexander Hoy

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT and Plan of Merger (this "Agreement") is dated as of this 20 day of December 2010, and is among Lonza Walkersville, Inc., a corporation formed under the laws of the State of Delaware ("Walkersville"), and Lonza Wayne, Inc., a corporation formed under the laws of the Commonwealth of Pennsylvania ("Wayne"). Walkersville and Wayne are hereinafter sometimes collectively referred to as the "Constituent Corporations."

### WITNESSETH:

WHEREAS, Walkersville was formed under and is governed by the laws of the State of Delaware ("Delaware law") and desires to have Wayne merge with and into Walkersville;

WHEREAS, Wayne was formed under and is governed by the laws of the Commonwealth of Pennsylvania and desires to merge with and into Walkersville; and

WHEREAS, the Boards of Directors and the stockholders of the Constituent Corporations have approved this Agreement and the Merger (as defined below).

NOW THEREFORE, the Constituent Corporations hereby agree as follows:

### ARTICLE I THE MERGER

1.1 Agreement to Merge. In accordance with the terms and conditions of this Agreement and Pennsylvania law, Wayne shall be merged with and into Walkersville (the "Merger").

1.2 Certificate of Merger. An authorized officer of each of the Constituent Corporations shall execute a Certificate of Merger in the form necessary to effect the Merger (the "Certificate of Merger") and shall deliver the applicable Certificate of Merger to the appropriate office or department for filing therewith.

1.3 Effective Date. The Merger shall be effective as set forth in the FOURTH Paragraph of the applicable Certificate of Merger by the Department of State of the Commonwealth of Pennsylvania (the "Effective Date").

### ARTICLE II EFFECTS OF THE MERGER

2.1 Surviving Corporation. Walkersville shall be the surviving corporation.

2.2 Merged Corporations. At the Effective Date, the separate existence of Wayne shall cease.


2.3 Transfer of Assets and Assumption of Liabilities. At the Effective Date, all of the stocks, bonds, cash, investments, real and personal (tangible or intangible) property rights,

privileges, immunities, powers and all other assets whatsoever of Wayne shall vest in Walkersville without further act or deed. Thereafter, Walkersville shall be liable for all debts, obligations, liabilities and penalties of Wayne as though each such debt, obligation, liability or penalty had been originally incurred by Walkersville. Moreover, all references to Wayne in any contract, instrument or document continuing in effect following the Merger (whether or not Wayne is a party or signatory thereto) shall be deemed to refer to Walkersville.

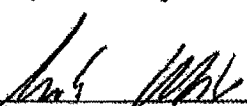
2.4 Cancellation of Shares. At the Effective Date, Wayne Shares shall cease to be outstanding and shall be canceled, each holder of a Wayne Share shall, by virtue of the Merger, cease to have any rights with respect to Wayne or the Wayne Shares.

**IN WITNESS WHEREOF**, the undersigned have caused this Agreement to be executed as of the date first above written.

LONZA WALKERSVILLE, INC.  
A Delaware corporation

By:   
Name: Lukas Utiger  
Its: President

LONZA WAYNE, INC.  
A Pennsylvania corporation

By:   
Name: Lukas Utiger  
Its: President

**MODA TECHNOLOGY PARTNERS, INC.**

**ACTION OF THE BOARD OF DIRECTORS  
BY UNANIMOUS CONSENT IN WRITING PURSUANT  
TO THE PROVISIONS OF SECTION 1727(b) OF THE  
PENNSYLVANIA BUSINESS CORPORATION LAW OF 1988**

The undersigned, constituting all of the members of the Board of Directors of Moda Technology Partners, Inc. (the "*Corporation*"), do hereby consent to the adoption of the following Preambles and Resolutions to the same extent as though such action had been authorized at a special meeting of the Board of Directors of the Corporation (the "*Board*") held pursuant to notice:

**WHEREAS**, the Board previously approved the sale of all outstanding shares of the capital stock of the Corporation (the "*Transaction*") to Lonza Walkersville, Inc., a Delaware corporation ("*Lonza*"), and the execution of a certain Letter of Intent setting forth the proposed terms of the Transaction;

**WHEREAS**, the Board has been presented for its review and approval that certain Stock Purchase Agreement to be entered into by and among the Corporation, Lonza, the "*Shareholders' Representative*" (as defined in the Stock Purchase Agreement), and the holders of all outstanding shares of capital stock of the Corporation in substantially the form attached hereto as Exhibit A (together with all exhibits and schedules thereto, the "*Stock Purchase Agreement*"); and

**WHEREAS**, the undersigned deem it to be desirable and in the best interests of the Corporation to enter into the Stock Purchase Agreement.

**NOW THEREFORE BE IT RESOLVED**, that the undersigned hereby approve the execution of the Stock Purchase Agreement by the Corporation; and be it

**FURTHER RESOLVED**, that the proper officers of the Corporation are hereby authorized and directed to enter into the Stock Purchase Agreement and any other agreements necessary to effectuate the Transaction on behalf of the Corporation; and be it

**FURTHER RESOLVED**, that the officers are directed to send to the shareholders of the Corporation, at the direction of the Corporation's legal counsel, any waivers, elections, and consents necessary to effectuate the Transaction; and be it

**FURTHER RESOLVED**, that the officers of the Corporation are hereby authorized and empowered to take any and all actions and to execute and deliver any and all documents as any such officer deems necessary or advisable to effect the above-mentioned actions and resolutions, without further authority or approval by the Board.

This Unanimous Consent is executed pursuant to the Pennsylvania Business Corporation Law of 1988, and the Bylaws of this Corporation.

This Unanimous Consent may be executed in one or more counterparts, all of which together shall be one and the same document.

*[signature page follows]*

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written  
Consent to be effective the 10<sup>th</sup> day of May, 2010.

  
\_\_\_\_\_  
Steven Melick

\_\_\_\_\_  
Robert Adelson

\_\_\_\_\_  
David Lipson

\_\_\_\_\_  
Robert Adams

\_\_\_\_\_  
Mark Kolb


\_\_\_\_\_  
Richard Riegel

\_\_\_\_\_  
Michael Desiderio



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Richard Riegel

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Michael Desiderio

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TRADEMARK  
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**IN WITNESS WHEREOF**, the undersigned have executed this Unanimous Written  
Consent to be effective the 10<sup>th</sup> day of May, 2010.

\_\_\_\_\_  
Steven Melick

\_\_\_\_\_  
Robert Adelson

\_\_\_\_\_  
David Lipson

\_\_\_\_\_  
Robert Adams

\_\_\_\_\_  
Mark Kolb

\_\_\_\_\_  
Richard Riegel

  
Michael Desiderio

**Exhibit A**

**Form of Stock Purchase Agreement**

[attached]