

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/03/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Thar Instruments, Inc.		03/03/2010	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Waters Technologies Corporation
Street Address:	1209 Orange Street
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3161765	MULTIGRAM
Registration Number:	3167590	BERGER SFC
Registration Number:	2796552	BERGER INSTRUMENTS
Registration Number:	2776210	SFC PRONTO
Registration Number:	2884604	PREPSFC

CORRESPONDENCE DATA

Fax Number: (617)395-7070
 Phone: 617-395-7000
 Email: jlwtrademarks@lalaw.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Correspondent Name: John L Welch
 Address Line 1: Lando & Anastasi, LLP
 Address Line 2: One Main Street, Eleventh Floor

CH \$140.00 3161765

Address Line 4: Cambridge, MA 02142, MARYLAND 02142

ATTORNEY DOCKET NUMBER: W2016-4000

NAME OF SUBMITTER: John L. Welch

Signature: /johnlwelch/

Date: 10/13/2011

Total Attachments: 5

source=Thar Waters Merger#page1.tif

source=Thar Waters Merger#page2.tif

source=Thar Waters Merger#page3.tif

source=Thar Waters Merger#page4.tif

source=Thar Waters Merger#page5.tif

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)

Corporation Service Company
303085-015 KCI

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



Fee: \$150 plus \$40 additional for each
Party in additional 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:
Waters Technologies Corporation

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				County
c/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				County
c/o CT Corporation System				Philadelphia

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
-------------------	------	-------	-----

2010 MAR -4 PM 4:47

PA DEPT OF STATE

TRADEMARK
REEL: 004640 FRAME: 0722

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
Thar Instruments, Inc.	c/o CT Corporation System		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: _____ at _____
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
Thar Instruments, Inc.	Adopted by action of the board of directors of the parent pursuant to 15 Pa.C.S. § 1924(b)(3).

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 party 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

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

3rd day of March

2010

Waters Technologies Corporation

~~Name of Corporation/Limited Partnership~~

Douglas Bartholomew

Signature

Chairman of the Board, Chief Executive Officer and President

Title

~~Name of Corporation/Limited Partnership~~

Signature

Title

PLAN OF MERGER

This Plan of Merger (the "*Plan of Merger*") is intended to effect the merger (the "*Merger*") of Thar Instruments, Inc., a business corporation incorporated under the laws of the Commonwealth of Pennsylvania, with and into its parent, Waters Technologies Corporation, a business corporation incorporated under the laws of the State of Delaware, as follows:

1. Thar Instruments, Inc. ("*Subsidiary Corporation*") shall, pursuant to the provisions of the Business Corporation Law of the Commonwealth of Pennsylvania ("*PA BCL*") and pursuant to the provisions of Delaware General Corporation Law ("*DGCL*"), be merged with and into its parent, Waters Technologies Corporation, which shall be the surviving corporation upon the effective date of the Merger in the State of Delaware and the Commonwealth of Pennsylvania ("*Parent Corporation*") and which shall continue to exist as said surviving corporation pursuant to the provisions of the DGCL. The separate existence of Subsidiary Corporation shall cease upon the effective date of the Merger in accordance with the applicable provisions of the PA BCL and the DGCL.

2. The Certificate of Incorporation of Parent Corporation, upon the effective date of the Merger in the State of Delaware, shall be the Certificate of Incorporation of said Parent Corporation, and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DGCL.

3. The issued and outstanding shares of Subsidiary Corporation shall not be converted or exchanged in any manner inasmuch as Parent Corporation presently owns directly all of the outstanding shares of Subsidiary Corporation and will continue to own said shares prior to the adoption of this Plan of Merger and prior to the effective date thereof. Each of the issued and outstanding shares of Subsidiary Corporation shall be surrendered and extinguished upon the effective date of the Merger in the Commonwealth of Pennsylvania. The issued and outstanding shares of Parent Corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding as of the effective date of the Merger in the State of Delaware shall continue to represent one issued and outstanding share of Parent Corporation.

4. In the event that this Plan of Merger shall have been duly authorized, approved and adopted by Parent Corporation in accordance with the provisions of the PA BCL and that the Merger shall have been fully authorized in accordance with the provisions of the PA BCL and the DGCL, and, in the event that this Plan of Merger shall have been fully approved and adopted on behalf of Subsidiary Corporation in the manner prescribed by the provisions of the PA BCL, Parent Corporation and Subsidiary Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and the laws of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

5. Any officer of Parent Corporation is hereby authorized to execute Articles of Merger on behalf of said corporation in conformity with the provisions of the PA BCL, and to execute, acknowledge and file, a Certificate of Ownership and Merger on behalf of said corporation, in conformity with the provisions of the DGCL. The Board of Directors and the proper officers of Parent Corporation and of Subsidiary Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file,

and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

6. The effective date of this Plan of Merger and of the Merger therein provided for shall, insofar as the provisions of the PA BCL shall govern the same, be upon filing with and acceptance by the Pennsylvania Department of State, Corporation Bureau.

AJ73291779.2