

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT			
NATURE OF CONVEYANCE:	MERGER			
EFFECTIVE DATE:	10/04/2011			
CONVEYING PARTY DATA				
	Name	Formerly	Execution Date	Entity Type
	QuantaLife, Inc.		10/04/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA				
Name:	Bio-Rad QL, Inc.			
Street Address:	7068 Koll Center Parkway			
Internal Address:	Suite 401			
City:	Pleasanton			
State/Country:	CALIFORNIA			
Postal Code:	94566			
Entity Type:	CORPORATION: DELAWARE			
PROPERTY NUMBERS Total: 10				
	Property Type	Number	Word Mark	
Serial Number:		77670744	QUANTALIFE	
Serial Number:		77670749	QUANTALIFE	
Serial Number:		77670752	QUANTALIFE PCR	
Serial Number:		77859348	EVERY DROPLET COUNTS	
Serial Number:		77859656	DYNAMIC PCR	
Serial Number:		77944227	DDPCR	
Serial Number:		77944233	DROPLET DIGITAL PCR	
Serial Number:		85154873	DROPLET DIGITAL	
Serial Number:		85154879	BIOLOGY IN HIGH DEFINITION	
Serial Number:		85372918	QUANTASOFT	
CORRESPONDENCE DATA				

CH \$265.00 77670744

Fax Number: (503)972-9115  
Phone: 5032246655  
Email: margaret@khpatent.com

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: James R. Abney  
Address Line 1: 520 SW Yamhill Street, Suite 200  
Address Line 4: Portland, OREGON 97204-1324

ATTORNEY DOCKET NUMBER:	QLI.234
NAME OF SUBMITTER:	James R. Abney, Attorney for Assignee
Signature:	/ James R. Abney /
Date:	02/06/2012

**Total Attachments: 5**

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BIO-RAD ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "QUANTALIFE, INC." UNDER THE NAME OF "BIO-RAD QL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF OCTOBER, A.D. 2011, AT 5:22 O'CLOCK P.M.


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

4687851 8100M

111070344

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9072028

DATE: 10-04-11

TRADEMARK  
REEL: 004711 FRAME: 0766

**CERTIFICATE OF MERGER  
OF  
BIO-RAD ACQUISITION CORPORATION  
(A DELAWARE CORPORATION)  
WITH AND INTO  
QUANTALIFE, INC.  
(A DELAWARE CORPORATION)**

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL"), QuantaLife, Inc. certifies as follows:

**FIRST:** The constituent corporations to the merger are:

- (a) Bio-Rad Acquisition Corporation, a Delaware corporation; and
- (b) QuantaLife, Inc., a Delaware corporation.

**SECOND:** An Agreement and Plan of Merger, dated September 29, 2011, was approved, adopted, executed and acknowledged by each of Bio-Rad Acquisition Corporation and QuantaLife, Inc. in accordance with the provisions of Section 251 of the DGCL.

**THIRD:** The name of the surviving corporation is QuantaLife, Inc. (the "Surviving Corporation"). The name of the Surviving Corporation shall be amended in the merger to be "Bio-Rad QL, Inc."

**FOURTH:** The merger shall be effective at the time this Certificate of Merger is filed with the Delaware Secretary of State.


**FIFTH:** The Third Amended and Restated Certificate of Incorporation attached hereto as Exhibit A shall be the Certificate of Incorporation of the Surviving Corporation as of the effective date of the merger.

**SIXTH:** An executed copy of the Agreement and Plan of Merger is on file at the offices of the Surviving Corporation, the address of which is 7068 Koll Center Parkway Suite 401, Pleasanton, CA 94566 and shall be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

*[Signature page follows]*

IN WITNESS WHEREOF, the QuantaLife, Inc. has executed this Certificate of Merger as of October 4, 2011.

QUANTALIFE, INC.

By:  \_\_\_\_\_

Name: Bill W. Colston

Title: Chief Executive Officer

*[Signature Page to Certificate of Merger]*

EXHIBIT A

**THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
BIO-RAD QL, INC.**

ARTICLE I

The name of the corporation is **BIO-RAD QL, INC.** (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 615 South Dupont Highway, City of Dover, County of Kent, Delaware 19901 and the name of its registered agent at the registered office is National Corporate Research, Ltd.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock having a par value of \$0.001 per share.

ARTICLE V

In furtherance of and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal Bylaws of the Corporation.

ARTICLE VI

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VII

(A) To the fullest extent permitted by the Delaware General Corporation Law (the "DGCL"), as the same may be amended from time to time, or by any other applicable state law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL or other applicable state law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL or such other applicable state law, as so amended.

(B) To the fullest extent permitted by applicable law, the Corporation is also authorized to provide indemnification of (and advancement of expenses to) such directors and officers (and any other persons to which Delaware or other applicable state law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL or other applicable state law, subject only to limits created by applicable Delaware or other state law (statutory or non-statutory), with respect to actions for breach of duty to a corporation, its stockholders, and others.

(C) Any repeal or modification of the foregoing provisions of this Article VII shall not adversely affect any right or protection of a director or officer of the Corporation, or other person indemnified by the Corporation, with respect to any acts or omissions of such director, officer or other person existing at the time of such repeal or modification.

#### ARTICLE VIII

The By-laws of the Corporation may be made, altered, or repealed by vote of the stockholders at any annual meeting or at any special meeting called for the purpose or, except as otherwise provided in these By-laws or by law, by vote of a majority of the authorized number of directors at any regular or special meeting or by unanimous written consent of the directors.