

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT			
NATURE OF CONVEYANCE:	MERGER			
EFFECTIVE DATE:	03/31/2003			
CONVEYING PARTY DATA				
	Name	Formerly	Execution Date	Entity Type
	PerkinElmer Instruments LLC		03/28/2003	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA				
Name:	PerkinElmer LAS, Inc.			
Street Address:	549 Albany Street			
City:	Boston			
State/Country:	MASSACHUSETTS			
Postal Code:	02118			
Entity Type:	CORPORATION: DELAWARE			
PROPERTY NUMBERS Total: 1				
	Property Type	Number	Word Mark	
	Registration Number:	1200872	HGA	
CORRESPONDENCE DATA				
Fax Number:	7816635968			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>				
Phone:	7816635786			
Email:	kevin.oliver@perkinelmer.com			
Correspondent Name:	Kevin A. Oliver			
Address Line 1:	940 Winter Street			
Address Line 4:	Waltham, MASSACHUSETTS 02451			
ATTORNEY DOCKET NUMBER:	HGA (INSTRU.LLC TO LAS)			
NAME OF SUBMITTER:	Kevin A. Oliver			

OP \$40.00 1200872

Signature:	/Kevin A. Oliver/
Date:	06/12/2012
Total Attachments: 9 source=033103 Merger PerkinElmer Instruments LLC into LAS cert agr#page1.tif source=033103 Merger PerkinElmer Instruments LLC into LAS cert agr#page2.tif source=033103 Merger PerkinElmer Instruments LLC into LAS cert agr#page3.tif source=033103 Merger PerkinElmer Instruments LLC into LAS cert agr#page4.tif source=033103 Merger PerkinElmer Instruments LLC into LAS cert agr#page5.tif source=033103 Merger PerkinElmer Instruments LLC into LAS cert agr#page6.tif source=033103 Merger PerkinElmer Instruments LLC into LAS cert agr#page7.tif source=033103 Merger PerkinElmer Instruments LLC into LAS cert agr#page8.tif source=033103 Merger PerkinElmer Instruments LLC into LAS cert agr#page9.tif	

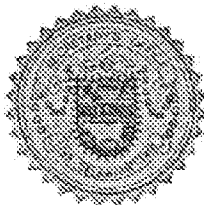
Delaware

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 MERGER OF "PERKINELMER LAS, INC." FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2003, AT 3:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2003, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2731075 8100

030235100

AUTHENTICATION: 2357423

DATE: 04-09-03

TRADEMARK
REEL: 004799 FRAME: 0969

CERTIFICATE OF MERGER

OF

PERKINELMER INSTRUMENTS LLC

WITH AND INTO

PERKINELMER LAS, INC.

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is PerkinElmer LAS, Inc., a Delaware corporation (the "Surviving Corporation"). The name of the limited liability company being merged into the Surviving Corporation is PerkinElmer Instruments LLC, a Delaware limited liability company (the "Merging LLC").

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Surviving Corporation and the Merging LLC in accordance with Section 18-209 of the Delaware Limited Liability Company Act and Section 264(c) of the Delaware General Corporation Law.

THIRD: The name of the surviving domestic corporation is PerkinElmer LAS, Inc.

FOURTH: The merger is to become effective at 12:01 a.m., Eastern Standard Time, on March 31, 2003.

FIFTH: The Agreement and Plan of Merger is on file at 549 Albany Street, Boston, MA 02118-2512, the place of business of the Surviving Corporation.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the Surviving Corporation or any member of the Merging LLC.

IN WITNESS WHEREOF, said Surviving Corporation has caused this certificate to be signed by an authorized person, the 28th day of March, 2003.

PERKINELMER LAS, INC.

By: 

Name Kenneth L. Horton
Title Vice President
An Authorized Person

**AGREEMENT AND PLAN
OF MERGER OF
PERKINELMER INSTRUMENTS LLC
WITH AND INTO
PERKINELMER LAS, INC.**

THIS AGREEMENT, dated as of March 28, 2003, by and between, PerkinElmer LAS, Inc., a Delaware corporation ("PKI LAS" or the "Surviving Corporation") and PerkinElmer Instruments LLC, a Delaware limited liability company ("PKI Instruments" and, together with the Surviving Corporation, the "Constituent Entities").

WITNESSETH:

WHEREAS, PKI LAS is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, PKI Instruments is a limited liability company duly organized and existing under the laws of the State of Delaware;

WHEREAS, PKI LAS has an authorized capitalization consisting of 2,000,000 shares of common stock, \$0.01 par value, of which 705,982 shares are issued and outstanding ("PKI LAS Common Stock");

WHEREAS, NEN Life Sciences, Inc. (the "Sole Member") is the holder of all of the limited liability company membership interests in PKI Instruments (the "PKI Instruments Membership Interests");

WHEREAS, the Board of Directors of PKI LAS and the Sole Member of PKI Instruments deem it desirable, upon the terms and subject to the conditions herein stated, that PKI Instruments be merged with and into PKI LAS and that PKI LAS be the surviving entity; and

WHEREAS, the Constituent Entities desire and intend that the merger of PKI Instruments with and into PKI LAS (the "Merger") be in accordance with Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, it is agreed as follows:

Section 1. Terms

1.1 On the Effective Date (hereinafter defined), PKI Instruments shall be merged with and into PKI LAS, with PKI LAS as the surviving entity.

1.2 Upon the Effective Date:

(a) The then outstanding shares of PKI LAS Common Stock shall continue unchanged as the outstanding shares of the Surviving Corporation.

(b) The PKI Instruments Membership Interests that shall be issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any further action on the part of the holder thereof, be converted into the right to receive 123,866 shares of PKI LAS Common Stock (the "Merger Consideration"), subject to adjustment as follows: The number of shares of PKI LAS Common Stock is based upon a preliminary estimated fair market value of PKI Instruments as of the Effective Date of \$133,000,000 and a preliminary estimated fair market value of PKI LAS as of the Effective Date of \$758,039,133 (together, the "Estimated Values"). The resulting number of shares of PKI LAS Common Stock to be issued pursuant to the Merger would be 123,866, based on the respective Estimated Values. American Appraisal Associates has been retained to issue a valuation report providing the final valuations for each of PKI LAS and PKI Instruments as of the Effective Date. Upon receipt of such valuation report, the Merger Consideration will be adjusted such that the number of shares of PKI LAS Common Stock issued pursuant to the Merger shall bear the same proportion to the

total outstanding shares of PKI LAS Common Stock as the final valuation of PKI Instruments bears to the aggregate final valuation of PKI LAS, each determined as of the close of the Merger on the Effective Date. PKI LAS shall issue additional shares to the Sole Member to reflect any upward adjustment in the Merger Consideration without further action by its Board of Directors or stockholders. The Sole Member shall surrender any shares, accompanied by stock powers duly executed in blank, to reflect any downward adjustment in the Merger Consideration.

(c) The Surviving Corporation shall thereupon have and hold all of the assets of and assume all of the liabilities and obligations of PKI Instruments and thereafter possess all of the rights, privileges, powers and franchises and be subject to all of the restrictions, disabilities and duties of each of the Constituent Entities, and all property and choses in action belonging to each of the Constituent Entities shall be vested in the Surviving Corporation without further act or deed, and all debts, liabilities and duties of the respective Constituent Entities shall thenceforth attach to the Surviving Corporation (not pursuant to contract but by operation of law), all in the manner and to the fullest extent provided by the Delaware General Corporation Law and the Delaware Limited Liability Company Act.

(d) The assets and liabilities of PKI Instruments shall be taken up or continued, as the case may be, on the books of the Surviving Corporation, and the surplus of the Constituent Entities that was available for the payment of dividends or of other distributions to shareholders or Members immediately prior to the Merger shall continue to be available to the Surviving Corporation for such payments to the same extent as before the Merger, except as otherwise required by law.

(e) The employees of PKI Instruments shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of PKI Instruments.

(f) The directors and officers of the Surviving Corporation shall, on and after the Effective Date, be the directors and officers of the Surviving Corporation until their respective successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and By-Laws of the Surviving Corporation or as otherwise provided by law.

Section 2. Effective Date

The Merger shall become effective at 12:01 a.m., Eastern Standard Time, on March 31, 2003 (such date being herein referred to as the "Effective Date").

Section 3. Certificate of Incorporation and By-Laws: Name

3.1 The Certificate of Incorporation of PKI LAS in effect on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

3.2 The By-Laws of PKI LAS in effect on the Effective Date shall be the By-Laws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

3.3 At the Effective Date, the corporate name of the Surviving Corporation shall be "PerkinElmer LAS, Inc."

Section 4. Amendment and Termination

4.1 At any time prior to the filing of a certificate of merger with the Secretary of State of the State of Delaware, this Agreement may be amended by the Board of Directors of PKI LAS and the Sole Member of PKI Instruments to the extent permitted by Delaware law.

4.2 At any time prior to the filing of the aforesaid certificate of merger with the Secretary of State of the State of Delaware, this Agreement may be terminated and abandoned by the Board of Directors of PKI LAS or the Sole Member of PKI Instruments.

[Signature Page Follows]

IN WITNESS WHEREOF, PerkinElmer LAS, Inc. and PerkinElmer Instruments
LLC have each caused this Agreement to be executed by its member or officer as of the date first
above written.

PERKINELMER LAS, INC.

By: Peter B. Coggins
Name: Peter B. Coggins
Title: President

PERKINELMER INSTRUMENTS LLC

By: NEN LIFE SCIENCES, INC.
Its Member

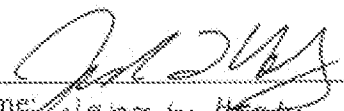
By: Jane L. Healy
Name: Jane L. Healy
Title: Assistant Secretary

Holders of a majority of the
outstanding stock of PerkinElmer
LAS, Inc. entitled to vote hereon
voted for the adoption of this
Agreement and Plan of Merger

Kenneth L. Horton
Kenneth L. Horton, Secretary
PerkinElmer LAS, Inc.

NEN Life Sciences, Inc. hereby consents and agrees to be bound by the provisions of Section 1.2(b) of the foregoing Agreement and Plan of Merger.

NEN LIFE SCIENCES, INC.

By: 
Name: John L. Hunt
Title: Assistant Secretary