

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/29/2005		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Inductis Group LLC		12/29/2005
			LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Inductis, Inc.		
Street Address:	571 Central Avenue		
Internal Address:	Suite 105		
City:	New Providence		
State/Country:	NEW JERSEY		
Postal Code:	07974		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3395923	MICROANALYTIX
CORRESPONDENCE DATA			
Fax Number:	8777697945		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	212-765-5070		
Email:	korzhin@fr.com, tmdoctc@fr.com		
Correspondent Name:	Fish & Richardson P.C.		
Address Line 1:	P.O. Box 1022		
Address Line 4:	Minneapolis, MINNESOTA 55440-1022		
NAME OF SUBMITTER:	Kristen McCallion		
Signature:	/kristen mccallion/		

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Date:

06/04/2013

**Total Attachments: 9**

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# 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, WHICH MERGES:

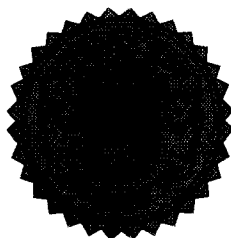
"INDUCTIS GROUP LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "INDUCTIS, INC." UNDER THE NAME OF "INDUCTIS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2005, AT 3:17 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005, AT 11:59 O'CLOCK P.M.

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

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4412956

DATE: 12-29-05

TRADEMARK  
REEL: 005040 FRAME: 0802

**CERTIFICATE OF MERGER  
OF**

**INDUCTIS, INC.,  
a Delaware Corporation  
(Surviving Corporation)**

**AND**

**INDUCTIS GROUP LLC,  
a Delaware limited liability company  
(Merged Limited Liability Company)**

(Pursuant to Section 264 of the Delaware General Corporation Law and  
Section 18-209 of the Delaware Limited Liability Company Act)

Dated: December 29, 2005

Pursuant to Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, Inductis, Inc., a Delaware corporation (the "Corporation") hereby certifies to the following information relating to the merger (the "Merger") of Inductis Group LLC, a Delaware limited liability company (the "Merging Company") with and into the Corporation:

1. The name and state of domicile of each of the constituent entities to be merged ("Constituent Entities") are as follows:

Surviving entity: Inductis, Inc., a Delaware corporation

Merged entity: Inductis Group LLC, a Delaware limited liability company

2. An Agreement and Plan of Merger dated as of December 29, 2005 (the "Plan") entered into by and between the Constituent Entities, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by the Corporation in accordance with the provisions of Section 264 of the Delaware General Corporation Law and has been approved, adopted, certified, executed and acknowledged by the Merging Company in accordance with the provisions of Section 18-209 of the Delaware Limited Liability Company Act.

3. The name of the surviving corporation is: Inductis, Inc., a Delaware corporation (the "Surviving Corporation").

4. The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of the Surviving Corporation and shall be amended and restated in the Merger as set forth in Exhibit A hereto.

5. The Plan is on file at the business address of the Surviving Corporation, which is 571 Central Avenue, Suite 105, New Providence, NJ 07974. A copy of the Plan shall be furnished by the Surviving Corporation, on request and without cost, to any member or stockholder of either of the Constituent Entities.

6. The effective time and date of the Merger provided for herein shall be 11:59 p.m. on December 31, 2005.

**IN WITNESS WHEREOF**, the undersigned has caused this certificate of merger to be executed on its behalf by its duly authorized officer as of the date first written above.

**INDUCTIS, INC.**

By: 

Name: Max Polaner

Title: Chief Financial Officer and Secretary

Exhibit A

Amended and Restated Certificate of Incorporation

**SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**INDUCTIS, INC.**

(Pursuant to Sections 228, 242 and 245 of the  
General Corporation Law of the State of Delaware)

inductis, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation") does hereby certify as follows:

1. The name of the Corporation is inductis, Inc.
2. The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 8, 2000 and amended and restated on July 17, 2000.
3. This second amended and restated certificate of incorporation has been duly adopted and approved by the Board of Directors and the sole stockholder of the Corporation in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.
4. This second amended and restated certificate of incorporation amends, restates and integrates the provisions of the certificate of incorporation of the Corporation.
5. Effective as of 11:59 p.m. on December 31, 2005, the text of the certificate of incorporation of the Corporation shall be, and hereby is, amended, restated and integrated in its entirety as follows:

**FIRST:** The name of this corporation is Inductis, Inc. (the "Corporation").

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is The Corporation Trust Company.

**THIRD:** The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 44,000,000 shares, consisting of:

- (i) 25,000,000 shares of Class C-1 Voting Common Stock, par value \$0.0001 per share (the "Class C-1 Voting Common Stock"), and 12,000,000 shares of Class C-2

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Non-Voting Common Stock, par value \$0.0001 per share (the "Class C-2 Non-Voting Common Stock") and together with the Class C-1 Voting Common Stock, the "Common Stock"; and

(ii) 7,000,000 shares of Preferred Stock, par value \$0.0001 per share (the "Preferred Stock").

The following is a statement of the designations and the preferences, powers, relative, participating, optional or other special rights and privileges, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation. Unless otherwise indicated, references to "Sections" or "Subsections" in this Article FOURTH refer to sections and subsections of this Article FOURTH.

A. COMMON STOCK.

1. General.

(a) The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock as may be designated by resolution of the Board of Directors of the Corporation with respect to any series of Preferred Stock as authorized herein.

(b) Except as otherwise required by law or this certificate of incorporation, the dividend and liquidation rights of the holders of the Class C-1 Voting Common Stock and the Class C-2 Non-Voting Common Stock shall be identical.

2. Voting. Except as otherwise required by law or this certificate of incorporation, each holder of Class C-1 Voting Common Stock shall have one vote in respect of each share held by such holder of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of stockholders of the Corporation, and no holder of Class C-2 Non-Voting Common Stock shall have the right to vote for the election of directors or on any other matters submitted to a vote of stockholders of the Corporation, except as may be otherwise expressly required by the DGCL; provided, however, that, except as otherwise required by the DGCL, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this certificate of incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this certificate of incorporation or pursuant to the DGCL. There shall be no cumulative voting.

Notwithstanding the provisions of Section 242(b)(2) of the DGCL, the number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote, and the holders of Common Stock shall not be entitled to a separate class vote with respect thereto.



3. Dividends. Dividends payable either in cash, in property or in shares of capital stock may be declared and paid on the Common Stock out of the assets of the Corporation, which are lawfully available therefor as, when and if determined by the Board and subject to any preferential dividend or other rights of any Preferred Stock; provided, however, that holders of Class C-1 Voting Common Stock shall receive stock dividends in Class C-1 Voting Common Stock, holders of Class C-2 Non-Voting Common Stock shall receive stock dividends in Class C-2 Non-Voting Common Stock and holders of Preferred Stock shall receive stock dividends in Preferred Stock.

4. Dissolution, Liquidation or Winding Up. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled, unless otherwise provided by law or this certificate of incorporation, to receive all other remaining assets of the Corporation of whatever kind available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them, respectively, and subject to any preferential or other rights, if any, of the Preferred Stock.

**B. PREFERRED STOCK.**

1. Issuance and Reissuance. Preferred Stock may be issued from time to time in one or more series, each of such series to consist of such number of shares and to have such terms, rights, powers and preferences, and the qualifications and limitations with respect thereto, as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law or by the terms of any series of Preferred Stock.

2. Blank Check Preferred. Subject to any vote expressly required by this certificate of incorporation, authority is hereby expressly granted to the Board from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the DGCL. Without limiting the generality of the foregoing, and subject to the rights of any series of Preferred Stock then outstanding, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law.

**FIFTH:** The Corporation is to have perpetual existence.

**SIXTH:** In furtherance and not in limitation of the powers conferred by the State of Delaware:

1. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board. The number of directors that shall constitute the whole Board shall be fixed by, or in the manner provided in, the Corporation's by-laws (the "By-laws"). No election of directors need be by written ballot unless the By-laws shall so provide.

2. The Board is expressly authorized to adopt, amend or repeal the By-laws.

3. Meetings of stockholders may be held within or without the State of Delaware, as the By-laws may provide. The books of the Corporation may be kept (subject to any provision contained in applicable statutes) at such place within or without the State of Delaware as the By-laws may provide or as may be designated from time to time by the Board.

4. In the event the directors of the Corporation shall be deadlocked and unable to agree on a course of action to be taken by the Corporation for two consecutive Board meetings, the directors shall submit the matter to a vote of the stockholders of the Corporation. Such matter may be determined by the stockholders of the Corporation acting by the affirmative vote of at least 66 2/3% of the total outstanding shares of Class C-1 Common Stock entitled to vote. If such 66 2/3% affirmative vote is obtained, the stockholders of the Corporation shall then take all action necessary to carry out the course of action so determined.

**SEVENTH:** To the fullest extent permitted by 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 any other law of the State of Delaware 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 as so amended.

Any repeal or modification of the foregoing provisions of this Article SEVENTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

**EIGHTH:** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which the DGCL permits the Corporation to provide indemnification) through By-law 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.

Any amendment, repeal or modification of the foregoing provisions of this Article EIGHTH shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

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IN WITNESS WHEREOF, Inductis, Inc. has caused this certificate to be signed by Max Polaner, its Chief Financial Officer and Secretary, on the 28<sup>th</sup> day of December, 2005.



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Max Polaner  
Chief Financial Officer and Secretary