

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM409801

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	08/01/2016		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Microliter Analytical Supplies, Inc.		07/27/2016	Corporation: GEORGIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wheaton Industries, Inc.		
<b>Street Address:</b>	1501 N. 10th Street		
<b>City:</b>	Millville		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	08332		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2927309	MICROLITER	
<b>Registration Number:</b>	3010139	μLVIAL	
<b>Registration Number:</b>	3010138	μLPLATE	
<b>Registration Number:</b>	2927310	UL MICROLITER ANALYTICAL SUPPLIES, INC.	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3176377561		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	3176343456		
<b>Email:</b>	docketdept@uspatent.com		
<b>Correspondent Name:</b>	Marta L. Paul		
<b>Address Line 1:</b>	111 Monument Circle Suite 3700		
<b>Address Line 4:</b>	Indianapolis, INDIANA 46204		
<b>ATTORNEY DOCKET NUMBER:</b>	65110-2		
<b>NAME OF SUBMITTER:</b>	Gail Mercer, legal assistant		
<b>SIGNATURE:</b>	/Gail Mercer/		
<b>DATE SIGNED:</b>	12/21/2016		

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**Total Attachments: 9**

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# Delaware

The First State

Page 1

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 OWNERSHIP, WHICH MERGES:

"MICROLITER ANALYTICAL SUPPLIES, INC.", A GEORGIA CORPORATION,

WITH AND INTO "WHEATON INDUSTRIES, INC." UNDER THE NAME OF "WHEATON INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2016, AT 6:41 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF AUGUST, A.D. 2016 AT 12:01 O'CLOCK A.M.

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



  
Jeffrey W. Bullock, Secretary of State

4220958 8100M  
SR# 20165109049

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

Authentication: 202739940  
Date: 07-28-16

**TRADEMARK**  
**REEL: 005951 FRAME: 0865**

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
MICROLITER ANALYTICAL SUPPLIES, INC.  
WITH AND INTO  
WHEATON INDUSTRIES, INC.**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the *DGCL*), Wheaton Industries, Inc. (the *Corporation*), a Delaware corporation, does hereby certify the following information relating to the merger (the *Merger*) of Microliter Analytical Supplies, Inc., a Georgia corporation (the *Subsidiary*), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation is incorporated pursuant to the DGCL. The Subsidiary is incorporated pursuant to the Georgia Business Corporation Code.
2. The Corporation owns all of the issued and outstanding shares of each class of capital stock of the Subsidiary.
3. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on July 25, 2016 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.
4. The Corporation shall be the surviving corporation of the Merger.
5. The certificate of incorporation of the Corporation, as in effect immediately prior to the Merger, shall be the certificate of incorporation of the surviving corporation.
6. This Certificate of Ownership and Merger shall become effective at 12:01 A.M. EST on August 1, 2016.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 27th of July, 2016.

WHEATON INDUSTRIES, INC.

By Wayne Beuster

Name: Wayne Beuster  
Title: President + CFO

*[SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER]*

**EXHIBIT A**

**UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS OF WHEATON INDUSTRIES, INC.,  
a Delaware corporation**

*Dated as of July 25, 2016*

The undersigned, being all of the members of the board of directors (the *Board*) of Wheaton Industries, Inc., a Delaware corporation (the *Corporation*), acting by written consent without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the *DGCL*), do hereby consent to the adoption of and do hereby adopt the following resolutions:

**WHEREAS**, the Corporation owns all of the issued and outstanding shares of each class of capital stock of Microliter Analytical Supplies, Inc., a Georgia corporation (the *Subsidiary*); and

**WHEREAS**, the Board deems it advisable and in the best interest of the Corporation that the Corporation merge the Subsidiary with and into the Corporation with the Corporation being the surviving corporation, on the terms set forth in an Agreement and Plan of Merger by and between the Corporation and the Subsidiary, the form of which has been furnished to the Board and which is hereby approved and authorized;

**NOW, THEREFORE, BE IT RESOLVED**, that the Subsidiary be merged with and into the Corporation (the *Merger*), pursuant to Section 253 of the DGCL and the Georgia Business Corporation Code (the *GBCC*), so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving corporation; and be it

**RESOLVED FURTHER**, that by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock, par value \$0.001 per share, of the Corporation issued and outstanding immediately prior to the effective time of the Merger shall remain unchanged and continue to remain outstanding as one share of capital stock of the Corporation, held by the person who was the holder of such share of common stock of the Corporation immediately prior to the effective time of Merger; and be it

**RESOLVED FURTHER**, that each share of common stock of the Subsidiary, no par value per share (the *Subsidiary Common Stock*), issued and outstanding immediately prior to the effectiveness of the Merger and owned by the Corporation shall, by virtue of the Merger, automatically be cancelled and retired and shall cease to exist and no consideration shall be issued in respect thereof; and be it

**RESOLVED FURTHER**, that any officer of the Corporation (each such person, an *Authorized Officer*) be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger in accordance with the DGCL setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and pay any fees related to such filing; and be it

**RESOLVED FURTHER**, that any Authorized Officer be, and each of them hereby is, authorized to prepare and execute a Certificate of Merger in accordance with the GBCC, to file the Certificate of Merger with the Secretary of State of the State of Georgia, to file a publication of notice of merger, and to pay any fees related to such filings; and be it

**RESOLVED FURTHER**, that any Authorized Officer be, and each of them hereby is, authorized to prepare and execute an Agreement and Plan of Merger by and between the Corporation and the Subsidiary setting forth the terms and conditions of the Merger, and to file the Agreement and Plan of Merger at the principal place of business of the Corporation; and be it

**RESOLVED FURTHER**, that the Corporation's consent to be served with process in the State of Georgia in any proceeding for enforcement of any obligation of any constituent corporation of the State of Georgia, as well as the enforcement of any obligation of the Corporation arising from the Merger, and the irrevocable appointment by the Corporation of the Secretary of State of the State of Georgia as its agent to accept services of process in any such suit or proceeding, be, and each hereby is, approved, adopted, ratified and confirmed; and be it

**RESOLVED FURTHER**, that any Authorized Officer be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and be it

**RESOLVED FURTHER**, that an executed copy of this Unanimous Written Consent shall be filed with the minutes of the proceedings of the Board.


This Unanimous Written Consent may be signed in one or more counterparts, each of which shall be deemed an original, and all of which shall be deemed one instrument.


*[SIGNATURE PAGE FOLLOWS]*

IN WITNESS WHEREOF, the undersigned directors have duly executed this Unanimous Written Consent on the date first written above.

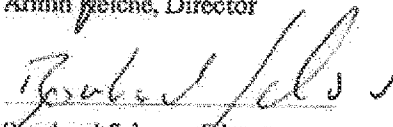
  
\_\_\_\_\_  
Wayne Binster, Director

  
\_\_\_\_\_  
Michael Merz, Director

  
\_\_\_\_\_  
Hal Nichter, Director

  
\_\_\_\_\_  
Max Raster, Director

  
\_\_\_\_\_  
Armin Reiche, Director

  
\_\_\_\_\_  
Bernhard Scherer, Director

[SIGNATURE PAGE TO UNANIMOUS WRITTEN CONSENT]



# STATE OF GEORGIA

Secretary of State  
Corporations Division  
313 West Tower  
2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

## CERTIFICATE OF MERGER

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of **08/01/2016**. Attached is a true and correct copy of the said filing.

**Surviving Entity:**

WHEATON INDUSTRIES, INC. , a Foreign Profit Corporation

**Nonsurviving Entity/Entities:**

MICROLITER ANALYTICAL SUPPLIES, INC. Georgia, a Domestic Profit Corporation

WITNESS my hand and official seal in the City of  
Atlanta and the State of Georgia on 07/28/2016



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp  
Secretary of State

## CERTIFICATE OF MERGER

Pursuant to Section 14-2-1105 et seq. of the Georgia Business Corporation Code (the **GBCC**), the undersigned parties submit this Certificate of Merger.

1. **Parties.** The name and state of incorporation of each of the merging parties are as follows:
  - (a) Microliter Analytical Supplies, Inc. is a corporation organized under the laws of the State of Georgia on February 22, 1996.
  - (b) Wheaton Industries, Inc. is a corporation organized under the laws of the State of Delaware on September 18, 2006. Wheaton Industries, Inc. owns all of the issued and outstanding shares of each class of capital stock of Microliter Analytical Supplies, Inc.
2. **Surviving Corporation.** The exact name of the surviving corporation is "Wheaton Industries, Inc.", and the surviving corporation will be organized under the laws of the State of Delaware.
3. **Certificate of Incorporation.** The certificate of incorporation of Wheaton Industries, Inc., the surviving corporation, as in effect immediately prior to the merger, shall be the certificate of incorporation of the surviving corporation.
4. **Effective Date.** The merger shall be effective at 12:01 A.M. EST on August 1, 2016.
5. **Plan of Merger.** The executed plan of merger is on file at the principal office of Wheaton Industries, Inc., the surviving corporation, located in Cumberland County in the State of New Jersey at 1501 North 10th Street, Millville, New Jersey 08332.
6. **Availability of Plan of Merger.** A copy of the duly executed plan of merger will be furnished by Wheaton Industries, Inc., the surviving corporation, on request and without cost, to any shareholder of any corporation that is a party to the merger.
7. **Shareholder Approval.** As Microliter Analytical Supplies, Inc. is a wholly owned subsidiary of Wheaton Industries, Inc., the provisions of Section 14-2-1104(a) of the GBCC obviate the need for the shareholders of Microliter Analytical Supplies, Inc. to approve the merger. Participation in the merger by any foreign corporation was duly authorized by the law under which the foreign corporation is organized and by its organizational documents.
8. **Undertaking.** The surviving corporation, Wheaton Industries, Inc., undertakes that the request for publication of a notice of filing the Certificate of Merger will be made as required by Section 14-2-1105.1(b) of the GBCC.
9. **Submission to Jurisdiction.** Wheaton Industries, Inc., the surviving corporation, agrees that it may be served with process in the State of Georgia in any proceeding for enforcement of any obligation of any constituent corporation of Georgia, as well as the enforcement of any obligation of the surviving corporation arising from the merger, and irrevocably appoints the Secretary of State of the State of Georgia as its agent to accept services of process in any such suit or proceeding.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed and adopted by the undersigned by its duly authorized representative as of the date set forth below.

Date: July 27, 2016

WHEATON INDUSTRIES, INC.

By: Wayne Brinsler  
Name: WAYNE BRINSLER  
Title: PRESIDENT + CEO

2010 JUL 28 AM 10:13  
SECRETARY OF STATE  
CORPORATIONS DIVISION

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]