


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): <u>SMITHKLINE DIAGNOSTICS, INC.</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>California</u> <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>BECKMAN COULTER, INC.</u> Internal Attn.: <u>W. H. May (A-42-C)</u> Address: _____ Street Address: <u>4300 N. Harbor Boulevard</u> City: <u>Fullerton</u> State: <u>CA</u> Zip: <u>92834</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>October 13, 1998</u>		
4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>1,882,729 1,556,492</u> <u>1,555,459</u> Additional number(s) attached <input type="checkbox"/> Yes <input type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>BECKMAN COULTER, INC.</u> Internal Address: <u>Attn.: D. Stouff (A-42-C)</u> _____ Street Address: <u>4300 N. Harbor Boulevard</u> _____ City: <u>Fullerton</u> State: <u>CA</u> Zip: <u>92834</u>	6. Total number of applications and registrations involved: 3	
	7. Total fee (37 CFR 3.41).....\$ <u>90.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account	
	8. Deposit account number: <u>02-1660</u> (Attach duplicate copy of this page if paying by deposit account)	
DO NOT USE THIS SPACE		
9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. <u>William H. May</u> Name of Person Signing <u></u> Signature <u>May 2, 2001</u> Date Total number of pages including cover sheet, attachments, and document: 4		

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"SMITHKLINE DIAGNOSTICS, INC.", A DELAWARE CORPORATION, WITH AND INTO "BECKMAN COULTER, INC." UNDER THE NAME OF "BECKMAN COULTER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF OCTOBER, A.D. 1998, AT 12 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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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 9382360

DATE: 10-30-98

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 10/30/1998
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CERTIFICATE OF OWNERSHIP AND MERGER

OF

SmithKline Diagnostics, Inc.
(a Delaware corporation)

INTO

Beckman Coulter, Inc.
(a Delaware corporation)

Beckman Coulter, Inc. (hereinafter called the "corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify:

1. Beckman Coulter, Inc. is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares [of each class] of the stock of SmithKline Diagnostics, Inc., which is also a business corporation of the State of Delaware.
3. On October 1, 1998, the Board of Directors of the Corporation adopted the following resolutions to merge SmithKline Diagnostics, Inc. into the Corporation:

WHEREAS, Beckman Coulter, Inc., owns all of the shares of SmithKline Diagnostics, Inc.;

WHEREAS, it is deemed advisable and for the best interests of Beckman Coulter, Inc., that SmithKline Diagnostics, Inc., be liquidated and dissolved;

WHEREAS, such complete liquidation and dissolution of SmithKline Diagnostics, Inc., pursuant to Section 332 of the Internal Revenue Code, may be accomplished by a merger of SmithKline Diagnostics, Inc., into Beckman Coulter, Inc., pursuant to Section 253 of the Corporations Code of Delaware;

NOW, THEREFORE, BE IT RESOLVED, that Beckman Coulter, Inc., hereby adopts a plan of complete liquidation and dissolution of its wholly-owned subsidiary, SmithKline Diagnostics, Inc.;

RESOLVED, FURTHER, that Beckman Coulter, Inc., merge SmithKline Diagnostics, Inc., its wholly owned subsidiary, into itself pursuant to the Corporations Code of the State of Delaware, and that: (1) all of the estate, property, rights, privileges, powers and franchises of SmithKline Diagnostics, Inc., be vested in and held by Beckman Coulter, Inc., as fully and entirely and without change or diminution as the same were before held and enjoyed by SmithKline Diagnostics, Inc.

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in its name; and, (f) Beckman Coulter, Inc., shall assume all of the obligations of SmithKline Diagnostics, Inc.;

RESOLVED, FURTHER, that the elected and appointed officers of Beckman Coulter, Inc., be and hereby are authorized, empowered and directed to execute and file or record any Certificate of Ownership and Merger or other document that may be necessary to merge SmithKline Diagnostics, Inc., into Beckman Coulter, Inc, pursuant to Section 253 of the Corporations Code of Delaware as well as any other documents necessary to effectuate the merger of SmithKline Diagnostics, Inc., into Beckman Coulter, Inc., and to do any and all things and to execute any and all documents that they consider necessary and proper to consummate the merger;

RESOLVED, FURTHER, that the merger shall take effect as of October 30, 1998; and,

RESOLVED, FURTHER, that a committee consisting of the President and Chief Executive Officer, the Vice President, Finance and Chief Financial Officer, and the Vice President, General Counsel and Secretary may amend the effective date of the merger and adopt further resolutions as needed to effectuate the merger.

Executed on this 13th day of October, 1998.

Beckman Coulter, Inc.

By:


William H. May
Vice President, General Counsel
Secretary

RECORDED: 05/07/2001

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