

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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):
Capitol Vial, Inc.

- Individual(s)
- General Partnership
- Corporation - State of New York
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: March 7, 2002

2. Name and address of receiving party(ies)

Name: Capitol Vial, Inc.
 Internal
 Address: _____
 Street Address: 2039 McMillan Street
 City: Auburn State: AL Zip: 36832

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,478,731 and 2,391,253

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Edward R. Williams, Jr., Esquire
 Internal Address: Apogent Technologies Inc.
 Street Address: 30 Penhallow Street, Suite 300
 City: Portsmouth State: NH Zip: 03801

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500300

(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.

Edward R. Williams, Jr.
Name of Person Signing


Signature

December 31, 2002
Date

Total number of pages including cover sheet, attachments and document:

5

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

Delaware

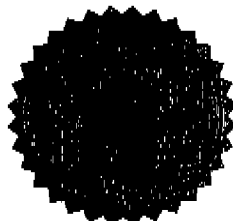
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"CAPITOL VIAL, INC.", A NEW YORK CORPORATION,
WITH AND INTO "CAPV ACQUISITION CORP." UNDER THE NAME OF "CAPITOL VIAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF MARCH, A.D. 2002, AT 11:30 O'CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3490565 B100M

AUTHENTICATION: 1653634

020156636

DATE: 03-08-02 TRADEMARK

REEL: 002589 FRAME: 0232

Sent By: APOGENT-LEGAL;

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08 Mar 02 10:58AM; STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:30 AM 03/08/2002
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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
CAPITOL VIAL, INC.
INTO
CAPV ACQUISITION CORP.

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

CAPV ACQUISITION CORP., a corporation incorporated February 11, 2002, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Corporation"), **DOES HEREBY CERTIFY** that:

FIRST: The Corporation owns 100% of the capital stock of Capitol Vial, Inc., a corporation incorporated May 2, 1983 under the name "Aussie Vial Corp." pursuant to the provisions of the New York Business Corporation Law.

SECOND: The Corporation, by resolution of its Board of Directors duly adopted by unanimous written consent on March 6, 2002, determined to and did merge into itself said Capitol Vial, Inc., which resolution is in the following words to wit:

WHEREAS, the Corporation lawfully owns 100% of the outstanding stock of Capitol Vial, Inc., a New York corporation (the "Subsidiary"); and

WHEREAS, the Corporation desires to merge the Subsidiary into the Corporation, and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary; and

WHEREAS, as permitted by Section 253(b) of the Delaware General Corporation Law, the Corporation desires to change the name of the Corporation as of the Effective Time of Merger from "CapV Acquisition Corp." to "Capitol Vial, Inc."

NOW, THEREFORE, BE IT RESOLVED, that the merger of the Subsidiary with and into the Corporation pursuant to Delaware General Corporation Law Section 253 and New York Business Corporation Law Sections 905 and 907, the assumption thereby by the Corporation of all of the liabilities and obligations of the Subsidiary, and the change of the corporate name of the Corporation from "CapV Acquisition Corp." to "Capitol Vial, Inc." pursuant to Section 253(b) of the Delaware General Corporation Law be, and the same hereby are, approved the Corporation merges the Subsidiary into the Corporation and assume all of the Subsidiary's liabilities and obligations;

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FURTHER RESOLVED, that the officers of this Corporation are hereby authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions and the date of their adoption, and to file and record the same with the Delaware Secretary of State;

FURTHER RESOLVED, that the Plan of Merger, a copy of which is attached hereto as Exhibit A, is hereby approved and adopted;

FURTHER RESOLVED, that any one of the officers of the Corporation is hereby authorized and directed to make and execute appropriate Certificate of Merger and to file the same with the New York Department of State;

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to do all acts as they in their discretion shall deem necessary and appropriate to cause the merger referred to in the Plan of Merger to become effective under the laws of the States of Delaware and New York.

THIRD: At the effective time the merger, the corporate name of the surviving corporation shall be changed from "CapV Acquisition Corp." to "Capitol Vial, Inc."

IN WITNESS WHEREOF, CapV Acquisition Corp. has caused this Certificate of Ownership and Merger to be signed by MaryLiz A. Geffert, its Vice President, this 7th day of March 2002.



MaryLiz A. Geffert
Vice President