

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 Delaware
- 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: May 28, 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 Alabama

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

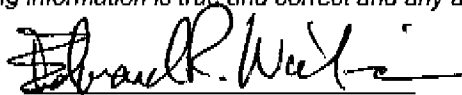
(Attach duplicate copy of this page if paying by deposit account)

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:

12

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

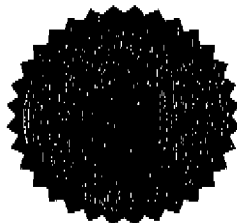
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CAPITOL VIAL, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CAPITOL VIAL OF ALABAMA, INC." UNDER THE NAME OF "CAPITOL VIAL OF ALABAMA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ALABAMA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MAY, A.D. 2002, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF MAY, A.D. 2002.

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

3529952 8100M

AUTHENTICATION: 1799978

020338903

DATE: ~~TRADEMARK~~

REEL: 002589 FRAME: 0236

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 05/29/2002
020338903 - 3490565

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
CAPITOL VIAL, INC.
INTO
CAPITOL VIAL OF ALABAMA, INC.**

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

CAPITOL VIAL, INC., a corporation incorporated February 11, 2002 under the name of "CapV Acquisition Corp.", 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 of Alabama, Inc., a corporation incorporated April 20, 1993 pursuant to the provisions of the Code of Alabama, 1975.

SECOND: The Corporation, by resolution of its Board of Directors duly adopted by unanimous written consent on May 28, 2002, approved the merger of the Corporation with and said Capitol Vial of Alabama, Inc., which resolution is in the following words to wit:

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

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

NOW, THEREFORE, BE IT RESOLVED, that the merger of the Corporation with and into the Subsidiary pursuant to Delaware General Corporation Law Section 253 and Code of Alabama, Section 10-2B-11.07, the assumption thereby by the Subsidiary of all of the liabilities and obligations of the Corporation, be, and the same hereby are, approved; and

FURTHER RESOLVED, that the merger shall become effective on May 31, 2002; and

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 to merge the Corporation with and into Subsidiary, and to cause the same to be filed with the Delaware Secretary of State, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger;

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

FURTHER RESOLVED, that the Board of Directors recommend approval and adoption of the Plan of Merger by the Sole Shareholder of the Corporation; and

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 Alabama.

THIRD: That the merger has been approved by the sole stockholder of the Corporation by unanimous written consent as of the 28th day of May, 2002.

FOURTH: The Merger shall be effective as of May 31, 2002.

FIFTH: That the Subsidiary survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and it does hereby appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware is c/o Apogent Technologies Inc., 30 Penhallow Street, Portsmouth, New Hampshire 03801, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to Capitol Vial of Alabama, Inc. (to be renamed Capitol Vial, Inc. in connection with this merger), at the above address.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated by the Board of Directors of the Corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, Capitol Vial, Inc. has caused this Certificate of Ownership and Merger to be signed by Michael K. Bresson, its Secretary, this 28th day of May, 2002.


Michael K. Bresson
Secretary

EXHIBIT A**PLAN OF MERGER OF
CAPITOL VIAL, INC.
INTO
CAPITOL VIAL OF ALABAMA, INC.**

WHEREAS, Capitol Vial, Inc. ("Parent"), a corporation organized and existing under the laws of the State of Delaware, owns all of the outstanding shares of stock of Capitol Vial of Alabama, Inc. ("Subsidiary"), a corporation organized and existing under the laws of the State of Alabama; and

WHEREAS, the Board of Directors of Parent and Subsidiary deem it advisable for the general welfare and advantage of each of the Parent and Subsidiary that Parent be merged into Subsidiary;

NOW THEREFORE, the terms and conditions of the merger of Parent into Subsidiary (the "Merger") are as follows:

ARTICLE I**Merger: Effective Time**

Parent was incorporated in the State of Delaware under the name "CapV Acquisition Corp." on February 11, 2002. Subsidiary was incorporated in the State of Alabama on April 20, 1993; and, as of the Effective Time of Merger (as hereinafter defined), the Articles of Incorporation of Subsidiary shall be amended to change the corporate name of Subsidiary to "Capitol Vial, Inc." At the Effective Time of the Merger, the separate existence of Parent shall cease and Parent shall be merged into Subsidiary pursuant to Section 10-2B-11.07 of the Code of Alabama, 1975 (the "Alabama Code") and Section 253 of the Delaware General Corporation Law. The "Effective Time of the Merger" shall be as of May 31, 2002, which date shall be no later than the date of the filing of the Articles of Merger with the Alabama Secretary of State and filing of the Certificate of Ownership and Merger with the Delaware Secretary of State.

ARTICLE II**Outstanding Shares**

Subsidiary has issued and outstanding 1,000 shares of Common Stock, par value \$.050 per share, all of which are owned by Parent. Parent has issued and outstanding 100 shares of Common Stock, all of which are owned by Erie Scientific Company.

TOTAL P.06

ARTICLE III**Shares of Parent and Subsidiary**

Each issued and outstanding share of stock of Parent shall automatically and without any action on the part of the holder thereof be converted at the effective time of the merger into one share of stock of the Surviving Corporation.

ARTICLE IV**Amendment to Corporate Name of Surviving Corporation**

At the Effective Time of the Merger, pursuant to Section 10-2B-10.02(5) of the Alabama Code, the corporate name of the surviving corporation shall be changed from "Capitol Vial of Alabama, Inc." to "Capitol Vial, Inc."

ARTICLE V**Effect of Merger**

The effect of the Merger shall be as provided in Section 10-2B-11.06 of the Alabama Code and Section 259 of the Delaware General Corporation Law.

ARTICLE VI**Federal Income Tax Effect**

This Plan of Merger is intended to constitute a plan of reorganization within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended.

ARTICLE VII**Termination and Abandonment**

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of the Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

2027/VAP

P.06/06

MAY-29-2002 10:00

FILED IN OFFICE**MAY 31 2002****SECRETARY OF STATE**

**ARTICLES OF MERGER OF
CAPITOL VIAL, INC.
WITH AND INTO
CAPITOL VIAL OF ALABAMA, INC.**

In accordance with the Code of Alabama, 1975, the undersigned, **Capitol Vial of Alabama, Inc.**, an Alabama corporation (the "Surviving Corporation"), hereby certifies the following:

1. Plan of Merger. The Board of Directors of the Surviving Corporation and Capitol Vial, Inc., a Delaware corporation, have adopted a Plan of Merger in accordance with Section 10-2B-11.01 of the Code of Alabama, 1975, a copy of which is attached hereto as Exhibit A.

2. Name Change. Pursuant to the Plan of Merger, and Section 10-2B-10.06(5) of the Code of Alabama, 1975, the Corporation changes its name as of the Effective Time of Merger from "Capitol Vial of Alabama, Inc." to "Capitol Vial, Inc."

3. Share Ownership. The Plan of Merger has been approved by the sole shareholder of the Surviving Corporation and the sole shareholder of Capitol Vial, Inc. The designation and number of outstanding shares of each class of each corporation to be merged and the number of such shares of each class owned by each party are as follows:

Capitol Vial of Alabama, Inc. has issued and outstanding 1,000 shares of Common Stock, par value \$0.50 per share, all of which were owned by Capitol Vial, Inc. immediately prior to the merger, and all of which voted in favor of the merger.

Capitol Vial, Inc. has issued and outstanding 100 shares of Common Stock, par value \$0.01 per share, all of which were voted in favor of the merger and approved the Plan of Merger.

4. County of Incorporation of Domestic Corporation. The Articles of Incorporation of Capitol Vial of Alabama, Inc. were filed on April 20, 1993 in the County of Lee.

5. Effective Date of Merger. The Merger shall be effective as of May 31, 2002, which date shall be no later than the date of filing of these Articles of Merger with the Secretary of State of the State of Alabama and the filing of the Certificate of Ownership and Merger with the Delaware Secretary of State.

**TRADEMARK
REEL: 002589 FRAME: 0242**

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Merger to be executed as of the 28th day of May, 2002.

CAPTOL VIAL OF ALABAMA, INC.


By: 
Michael K. Bresson
Vice President and Secretary

EXHIBIT A**PLAN OF MERGER OF
CAPITOL VIAL, INC.
INTO
CAPITOL VIAL OF ALABAMA, INC.**

WHEREAS, **Capitol Vial, Inc.** ("Parent"), a corporation organized and existing under the laws of the State of Delaware, owns all of the outstanding shares of stock of **Capitol Vial of Alabama, Inc.** ("Subsidiary"), a corporation organized and existing under the laws of the State of Alabama; and

WHEREAS, the Board of Directors of Parent and Subsidiary deem it advisable for the general welfare and advantage of each of the Parent and Subsidiary that Parent be merged into Subsidiary;

NOW THEREFORE, the terms and conditions of the merger of Parent into Subsidiary (the "Merger") are as follows:

ARTICLE I**Merger; Effective Time**

Parent was incorporated in the State of Delaware under the name "CapV Acquisition Corp." on February 11, 2002. Subsidiary was incorporated in the State of Alabama on April 20, 1993; and, as of the Effective Time of Merger (as hereinafter defined), the Articles of Incorporation of Subsidiary shall be amended to change the corporate name of Subsidiary to "Capitol Vial, Inc." At the Effective Time of the Merger, the separate existence of Parent shall cease and Parent shall be merged into Subsidiary pursuant to Section 10-2B-11.07 of the Code of Alabama, 1975 (the "Alabama Code") and Section 253 of the Delaware General Corporation Law. The "Effective Time of the Merger" shall be as of May 31, 2002, which date shall be no later than the date of the filing of the Articles of Merger with the Alabama Secretary of State and filing of the Certificate of Ownership and Merger with the Delaware Secretary of State.

ARTICLE II**Outstanding Shares**

Subsidiary has issued and outstanding 1,000 shares of Common Stock, par value \$.050 per share, all of which are owned by Parent. Parent has issued and outstanding 100 shares of Common Stock, all of which are owned by Erie Scientific Company.

TRADEMARK**REEL: 002589 FRAME: 0244**

ARTICLE III**Shares of Parent and Subsidiary**

Each issued and outstanding share of stock of Parent shall automatically and without any action on the part of the holder thereof be converted at the effective time of the merger into one share of stock of the Surviving Corporation.

ARTICLE IV**Amendment to Corporate Name of Surviving Corporation**

At the Effective Time of the Merger, pursuant to Section 10-2B-10.02(5) of the Alabama Code, the corporate name of the surviving corporation shall be changed from "Capitol Vial of Alabama, Inc." to "Capitol Vial, Inc."

ARTICLE V**Effect of Merger**

The effect of the Merger shall be as provided in Section 10-2B-11.06 of the Alabama Code and Section 259 of the Delaware General Corporation Law.

ARTICLE VI**Federal Income Tax Effect**

This Plan of Merger is intended to constitute a plan of reorganization within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended.

ARTICLE VII**Termination and Abandonment**

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of the Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

* * * * *