

Department of State 10/31/2003 12:10 PAGE 1/2 RightFAX

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on October 31, 2003, effective December 31, 2003, for BECKMAN COULTER, INC., the surviving Delaware entity, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H03000308137 and this certificate issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is P20254.

Authentication Code: 503A00059465-103103-P20254

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Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Thirty-first day of October, 2003



Glenda E. Hood
Glenda E. Hood
Secretary of State

H03000308137

ARTICLES OF MERGER
OF
COULTER INTERNATIONAL CORP.
AND
BECKMAN COULTER, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Coulter International Corp. with and into Beckman Coulter, Inc. as approved by the Board of Directors of Coulter International Corp. on the 3rd day of October, 2003 and adopted at a meeting by the Board of Directors of Beckman Coulter, Inc. on the 2nd day of October, 2003.

SECOND: The merger of Coulter International Corp. with and into Beckman Coulter, Inc. is permitted by the General Corporation Law of the State of Delaware and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Beckman Coulter, Inc., was the 2nd day of October, 2003.

THIRD: Shareholder approval was not required for the merger.

FOURTH: The effective date of the merger of Coulter International Corp. with and into Beckman Coulter, Inc. is December 31, 2003.

Executed on this 28th day of October, 2003.

Coulter International Corp.

By: 

John A. Weiss, Assistant Secretary

Beckman Coulter, Inc.

By: 

James T. Glover
Vice President and Controller

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PLAN OF MERGER
OF
COULTER INTERNATIONAL CORP.
AND
BECKMAN COULTER, INC.

1. Beckman Coulter, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Coulter International Corp., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Coulter International Corp. into Beckman Coulter, Inc., pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions the General Corporation Law of the State of Delaware.
2. The separate existence of Coulter International Corp. shall cease at the effective time and date of the merger pursuant to the provisions of the Delaware General Corporation Law and the Florida Business Corporation Act; and Beckman Coulter, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware.
3. The issued shares of Coulter International Corp. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors of Coulter International Corp. and the proper officers of Beckman Coulter, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of any of the provisions of this Plan of Merger or of the merger herein provided for.

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