

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VISCOTEK CORPORATION		09/27/2010	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	MALVERN INSTRUMENTS INCORPORATED
Street Address:	117 FLANDERS ROAD
City:	WESTBOROUGH
State/Country:	MASSACHUSETTS
Postal Code:	01581
Entity Type:	CORPORATION: MASSACHUSETTS

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2310345	VISCOTEK
Registration Number:	2375725	VISCOGEL
Registration Number:	2557863	FIPA

CORRESPONDENCE DATA

Fax Number: 2146614899
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 214-953-6926
 Email: daltmdept@bakerbotts.com
 Correspondent Name: Elizabeth Stanley, c/o Baker Botts LLP
 Address Line 1: 2001 Ross Avenue, Suite 600
 Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	068366.0101
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CH \$90.00 2310345

NAME OF SUBMITTER:	Elizabeth Stanley
Signature:	/Elizabeth Stanley/
Date:	06/15/2012
Total Attachments: 7 source=Viscotek Certificate of Merger#page1.tif source=Viscotek Certificate of Merger#page2.tif source=Viscotek Certificate of Merger#page3.tif source=Viscotek Certificate of Merger#page4.tif source=Viscotek Certificate of Merger#page5.tif source=Viscotek Certificate of Merger#page6.tif source=Viscotek Certificate of Merger#page7.tif	

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

VISCOTEK CORPORATION
Domestic For-Profit Corporation
[File Number: 63448500]

Into

MALVERN INSTRUMENTS INCORPORATED
Foreign For-Profit Corporation
Massachusetts, USA
[File Number: 10020806]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 09/27/2010

Effective: 09/30/2010



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Phone: (512) 463-5555
Prepared by: Lisa Jones

Come visit us on the internet at <http://www.sos.state.tx.us/>
Fax: (512) 463-5709
TID: 10343

Dial: 7-1-1 for Relay Services
Document: 331394270002

TRADEMARK
REEL: 004802 FRAME: 0325

Form 623
(Revised 12/08)
 Return in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512-463-5709
 Filing Fee: see instructions



This space reserved for office use.

**Parent-Subsidiary
 Certificate of Merger
 Business Organizations Code Corporations Section**

FILED
**In the Office of the
 Secretary of State of Texas**
SEP 27 2010

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

Malvern Instruments Incorporated

Name of Organization

The organization is a for-profit corporation It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

Massachusetts

State Country

The file number, if any, is

Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

117 Planders Road

Westborough

MA 01581

Street Address

City

State Country

Subsidiary 1

Viscotek Corporation

Name of Organization

The organization is a for-profit corporation It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

Texas

State Country

The file number, if any, is 0063448500

Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address

City

State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding	Class	Series	Number owned by parent	Percentage Owned
11,722 shares	Common		11,722 shares	100%

The organization will survive the merger.

The organization will not survive the merger.

Subsidiary 2

Name of Organization

The organization is a: _____ It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

Form 623

_____ The file number, if any, is: _____
State *County* *Texas Secretary of State file number*
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

_____ *Street Address* *City* *State* *Country*
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding *Class* *Series* *Number owned by parent* *Percentage Owned*

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 3

_____ *Name of Organization*
The organization is a: _____ It is organized under the laws of: _____
Specify organizational form (e.g., for-profit corporation)

_____ *State* *County* *Texas Secretary of State file number*
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

_____ *Street Address* *City* *State* *Country*
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding *Class* *Series* *Number owned by parent* *Percentage Owned*

The organization will survive the merger. The organization will not survive the merger.

Resolution of Merger

A copy of the resolution of merger is attached.
The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.
The resolution was adopted by the parent organization on 09/17/2010
mm/dd/yyyy

Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

_____ *Name of New Organization* *Jurisdiction* *Entity Type (See instructions)*
_____ *Principal Place of Business Address* *City* *State* *Zip Code*

Name of New Organization 2 _____ Jurisdiction _____ Entity Type (See instructions) _____

Principal Place of Business Address _____ City _____ State _____ Zip Code _____

Name of New Organization 3 _____ Jurisdiction _____ Entity Type (See instructions) _____

Principal Place of Business Address _____ City _____ State _____ Zip _____

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is accepted and filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: September 30, 2010
- C. This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
The following event or fact will cause the document to take effect in the manner described below: _____

Tax Certificate

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: 9/21/10

MALVERN INSTRUMENTS INCORPORATED

Parent Organization Name
Brian Dutko

Signature of authorized person (see instructions)
Brian Dutko, President

Printed or typed name of authorized person

VISCOTEK CORPORATION
INTO
MALVERN INSTRUMENTS INCORPORATED
MERGER RESOLUTIONS

WHEREAS, the Corporation is the owner of all of the issued and outstanding shares of capital stock of Viscotek Corporation ("Viscotek"); and

WHEREAS, the Corporation deems it advisable to merge into itself Viscotek; therefore be it

RESOLVED, that the Corporation merge Viscotek into itself (the "Merger") with the Corporation surviving the Merger; and

FURTHER RESOLVED, that on the Effective Date (as hereinafter defined), the separate existence of Viscotek shall cease and Viscotek shall be merged with and into the Corporation. The Corporation shall, from and after the Effective Date, possess all the rights, privileges, powers and franchises of whatsoever nature and description, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of Viscotek; all rights, privileges, powers and franchises of Viscotek, and all property, real, personal and mixed, of and debts due of Viscotek on whatever account including stock subscriptions and all other things in action or belonging to Viscotek shall be vested in the Corporation; and all property, rights, privileges, powers and franchises, and all other interests of Viscotek shall be thereafter the property of the Corporation and the title to and any real estate vested by deed or otherwise in Viscotek shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of Viscotek shall be preserved unimpaired, and all debts, liabilities and duties of Viscotek shall thenceforth attach to the Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against Viscotek may be prosecuted to judgment or decree as if the Merger had not taken place, or the Corporation may be substituted in such action or proceeding; and

FURTHER RESOLVED, that the Plan of Merger attached hereto and made a part hereof as Exhibit A is adopted and approved; and

FURTHER RESOLVED, that the Merger shall become effective at 11:59 p.m., Eastern time, on September 30, 2010 (the "Effective Date") unless terminated or abandoned prior to the Effective Date; and

FURTHER RESOLVED, that the Corporation may terminate or abandon the Merger at any time prior to the Effective Date; and

FURTHER RESOLVED, that the preparation and execution of any filings by the officers of the Corporation and Viscotek related to the Merger (or any termination or abandonment of the Merger) required to be made with the Commonwealth of Massachusetts or the State of Texas and the consummation of the transactions contemplated thereby be, and hereby are approved; and

FURTHER RESOLVED, that such officers are hereby authorized, directed and empowered to execute and deliver, in the name and on behalf of the Corporation and Viscotek, any and all documentation and to take or cause to be taken any and all lawful action necessary or desirable to carry out the purposes of the foregoing resolutions, and that all such lawful actions, whether heretofore or hereafter performed, that are in conformity with the intent of these resolutions, being hereby ratified, confirmed and approved.

EXHIBIT A

PLAN OF MERGER

This PLAN OF MERGER was adopted for the purpose of merging Viscotek Corporation, a Texas wholly-owned subsidiary corporation ("Viscotek"), with and into Malvern Instruments Incorporated, a Massachusetts corporation ("Malvern"), being the parent of Viscotek.

1. Malvern, as the owner of all of the issued and outstanding shares of capital stock of Viscotek, shall merge Viscotek with and into Malvern (the "Merger") with Malvern surviving the Merger.
2. The separate existence of Viscotek shall cease upon the Effective Date (as hereinafter defined) pursuant to the provisions of the Texas Business Organizations Code and Malvern shall continue its existence as the surviving corporation pursuant to the provisions of the Massachusetts General Laws Chapter 156D.
3. The shares of capital stock of Viscotek shall not be converted in any manner, but each such share which is issued and outstanding as of the Effective Date shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of both Viscotek and Malvern 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 the provisions of this Plan of Merger herein provided for.
5. The Merger shall become effective at 11:59 p.m., Eastern time, on September 30, 2010 (the "Effective Date").
6. Malvern may terminate or abandon the Merger and this Plan of Merger at any time prior to the Effective Date.