

09-24-1999

Department of Commerce
Patent and Trademark Office

To the Assistant Commissioner for Patents: Please record this



1. Name of conveying party(ies)
Biochem International Inc.

Addit'l name(s) of conveying party(ies) attached? Yes No


3. Nature of conveyance:
 Assignment Merger
 Security Agreement
 Change of name
 Other

Execution Date: January 11, 1999

2. Name
101154449

SIMS BCI, Inc.
N7 W 22025 Johnson Road
Waukesha, Wisconsin 53186

Addit'l. name(s) & address(es) attached?



4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)	B. Patent Nos. 4,592,368 4,579,568 5,386,833 5,558,096 5,437,275 5,615,091 5,768,166 5,482,033
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Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Louis Woo, Esq.
Law Offices of Louis Woo
1901 N. Fort Myer Drive
Suite 501
Arlington State: VA Zip: 22209

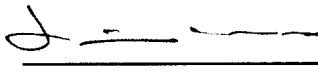
6. Total number of applications and patents involved [8]

7. Total fee (37 CFR 3.41).....\$320.00
 Enclosed
 Authorized to be charged to deposit account
 Charge deficiencies/credit overpayments to Deposit Account 50-0501

8. Deposit Account No: 50-0501
(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.

 Date: Sept 22 1999

Louis Woo
Reg. No. 31,730

Total number of pages comprising cover sheet: [12]

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

09/23/1999 NTHA11 00000326 4592368
01 FC-581 320.00 DP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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CERTIFICATE OF MERGER

OF

**BCI MERGER CORP.
(a Delaware corporation)**

INTO

**BIOCHEM INTERNATIONAL INC.
(a Delaware corporation)**

Pursuant to Sections 103 and 251(c) of the General
Corporation Law of the State of Delaware

Biochem International Inc., a Delaware corporation, which desires to merge with BCI Merger Corp., a Delaware corporation, pursuant to the provisions of Section 251(c) of the General Corporation Law of the State of Delaware (the "Merger"), hereby certifies as follows:

FIRST: The names and states of incorporation of the constituent corporations in the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
BCI Merger Corp.	Delaware
Biochem International Inc.	Delaware

SECOND: An Agreement and Plan of Reorganization, dated October 9, 1998, by and among the Constituent Corporations, Smiths Industries, Inc., Smiths Industries plc and certain stockholders of Biochem International Inc. (the "Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251(c) of the General Corporation Law of the State of Delaware.

THIRD: The surviving corporation shall be Biochem International Inc., a Delaware corporation, which shall hereby change its name to SIMS Biochem, Inc. (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of Biochem International Inc., as amended and attached hereto as Exhibit A.

FIFTH: The executed Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is N7 W 22025 Johnson Road, Waukesha, Wisconsin 53186.

SIXTH: A copy of the executed Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

IN WITNESS WHEREOF, Biochem International Inc. has caused this Certificate of Merger to be signed by its President as of this 11th day of January, 1999.

BIOCHEM INTERNATIONAL INC.
a Delaware corporation

By: 

Name: Frank A. Katarow

Title: President

EXHIBIT A

CERTIFICATE OF INCORPORATION

OF

SIMS BIOCHEM, INC.

FIRST: The name of the corporation is SIMS Biochem, Inc.

SECOND: The registered office of the corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares which the corporation is authorized to issue is 1000 shares of Common Stock, without par value.

FIFTH: Elections of directors need not be by written ballot.

SIXTH: The original bylaws of the corporation shall be adopted by the initial incorporator named herein. Thereafter the board of directors shall have the power, in addition to the stockholders, to make, alter, or repeal the bylaws of the corporation.

SEVENTH: A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. All references in this paragraph to a director shall also be deemed to refer to such other person or persons, if any, who, pursuant to any provision of this Certificate of Incorporation in accordance with subsection (a) of Section 141 of Title 8 of the Delaware Code, exercise or perform any of the powers or duties otherwise conferred or imposed upon the board of directors by Title 8 of the Delaware Code.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter

prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

PH02A/21762.1

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 AMENDMENT OF "SIMS BIOCHEM, INC.", CHANGING ITS NAME FROM "SIMS BIOCHEM, INC." TO "SIMS BCI, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JANUARY, A.D. 1999, AT 10 O'CLOCK A.M.

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



Edward J. Freel
Edward J. Freel, Secretary of State

0823895 8100
991020934

AUTHENTICATION: 9527310
DATE: 01/19-99

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SIMS BIOCHEM, INC.

The undersigned, being a duly authorized officer of SIMS BIOCHEM, INC., a corporation organized and existing under and by the virtue of the General Corporation Law of the State of Delaware (the "Corporation"), for the purpose of amending the Corporation's Certificate of Incorporation, pursuant to Section 242 of the Delaware General Corporation Law,

DOES HEREBY CERTIFY:

FIRST: That by the written consent of the Directors of the Corporation resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing that said amendment be submitted to the stockholders of the Corporation for consideration and approval thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that pursuant to Section 242 of the General Corporation Law of the State of Delaware, Article First of the Certificate of Incorporation of this Corporation be amended in its entirety to read as follows:

"FIRST: The name of the corporation is SIMS BCI, Inc."

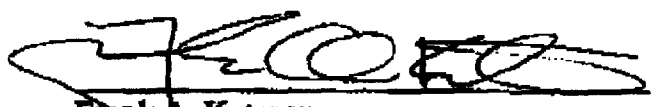
SECOND: That thereafter, pursuant to resolution of its Board of Directors, the stockholders of the Corporation waived all notice of the time, place and purposes of a meeting of the stockholders of the Corporation and gave its written consent, in accordance with Section 228 of the Delaware General Corporation Law, to the proposed amendment, which consent was filed with the Secretary of the Corporation.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.



IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed by the undersigned officer this 15 day of January, 1999.

SIMS BIOCHEM, INC.



**Frank A. Katarow
President**



TOTAL P. 04

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 "BIOCHEM INTERNATIONAL INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BIOCHEM INTERNATIONAL INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1976.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

0823895 8300
981497628

9492738
12-23-98

AUTHENTICATION:
DATE:

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 MERGER, WHICH MERGES:

"BCI MERGER CORP.", A DELAWARE CORPORATION,

WITH AND INTO "BIOCHEM INTERNATIONAL INC." UNDER THE NAME OF "SIMS BIOCHEM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JANUARY, A.D. 1999, AT 12:45 O'CLOCK P.M.

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



Edward J. Freel, Secretary of State

0823895 8100M
991010957

AUTHENTICATION: 9514589
DATE: 01-11-99