

PATENT RECORDATION

12-06-2000

Agency Docket No. B248.01-0001

11. 20. 00 COVER SHEET



101540856

To the Honorable Director of the United States Patent and Trademark Office, the attached original document or copy, \_\_\_\_\_

Patent Office: Please record

1. Name of conveying party(ies): (1) Thermo Instrument Systems Inc. (2) (3) Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies): Name: Thermo Electron Corporation Internal Address: Street Address: 81 Wyman Street, P.O. Box 9846 City Waltham State MA ZIP 02254-9046 Additional name(s) & address(es) attached? [ ] Yes [x] No

3. Nature of Conveyance: [ ] Assignment [x] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: June 30, 2000

4A. Application No. (s) If this document is being filed together with a new application, the execution date(s) of the application is: Additional numbers attached? [ ] Yes [x] No

4B. Patent No. (s) Additional numbers attached? [ ] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Nickolas E. Westman Street Address: Westman, Champlin & Kelly, P.A. Suite 1600 International Centre 900 Second Avenue South City: Minneapolis State: MN ZIP 55402

6. Total number of applications and patents involved: [ ] 7. Total fee (37 CFR 3.41): .....\$ 40.00 8. Method of Payment [X] Enclosed [X] The Director is authorized to charge payment of any additional recording fees or credit any overpayment to deposit account No. 23-1123.

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. Nickolas E. Westman Name of Person Signing Signature Date 11/16/00 Total number of pages submitted: [4]

**SCHEDULE OF UNITED STATES PATENTS**

APPLICATION NUMBER	PATENT NUMBER	DATE OF GRANT
<del>07/016014</del>	<del>4753669</del>	<del>05.07.1988</del>
07/008468	4760253	26.07.1988
06/502628	4550411	29.10.1985
07/059050	4853539	01.08.1989
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07/639802	5184016	02.02.1993
07/804361	5166518	24.11.1992
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08/140195	5384461	24.01.1995
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<del>08/522597</del>	<del>5572824</del>	<del>05.11.1996</del>

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I, ALEX JOHN FROST, Chartered Patent Agent  
of Boulton Wade Tennant, hereby certify that  
this is a true copy of a copy of the  
original document.

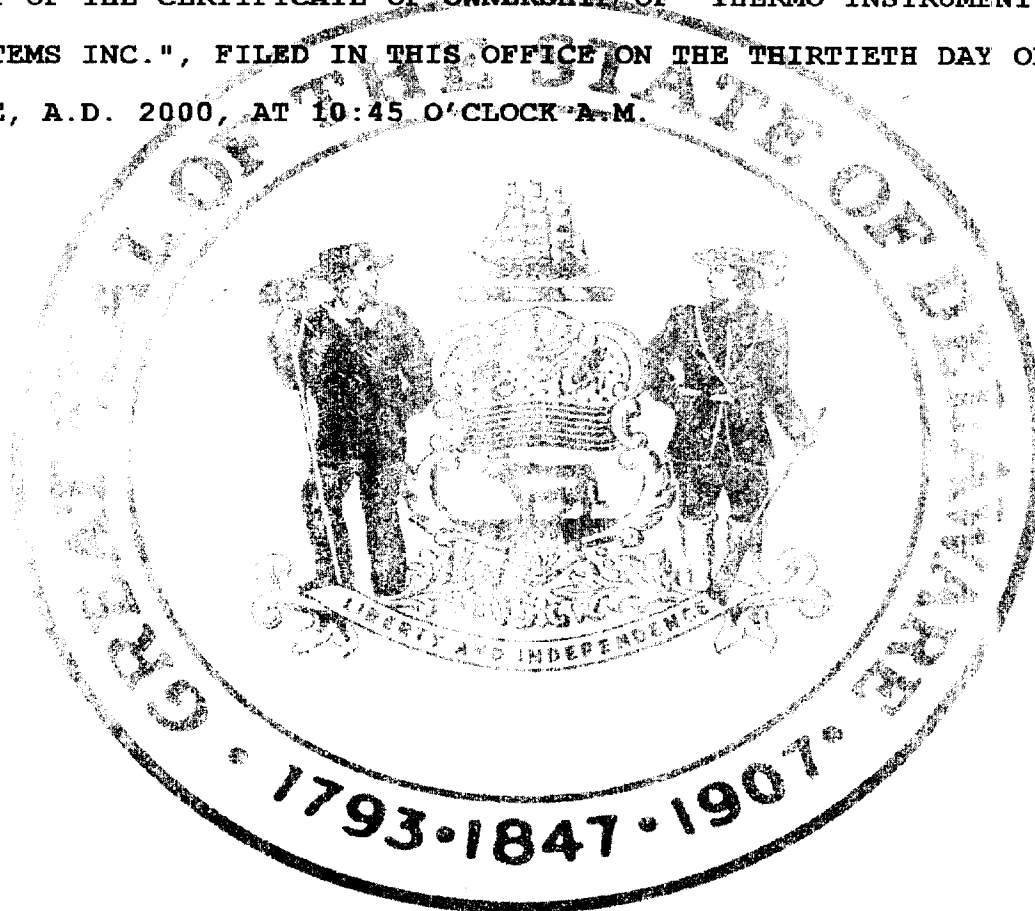
Signed: *Alex John Frost*  
Dated: 4 October 2000

State of Delaware

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Office of the Secretary of State

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 OWNERSHIP OF "THERMO INSTRUMENT  
SYSTEMS INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF  
JUNE, A.D. 2000, AT 10:45 O'CLOCK A.M.



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

AUTHENTICATION: 0596771  
DATE: 08-02-00

PATENT  
REEL: 011306 FRAME: 0695

FROM

(FR) 6. 30' 00 10:52/ST. 10:52 AM '00 10:52 AM '00 2  
STATE OF DELAWARE  
DIVISION OF CORPORATIONS  
FILED 10:45 AM 06/30/2000  
001336807 - 0558016

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING**

**THERMO INSTRUMENT SYSTEMS INC.  
(a Delaware Corporation)**

**INTO**

**THERMO ELECTRON CORPORATION  
(a Delaware Corporation)**

Thermo Electron Corporation, a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify:

1. That the Corporation was incorporated on the 11<sup>th</sup> day of October, 1960, pursuant to the Delaware General Corporation Law (the "DGCL").

2. That the Corporation owns in excess of ninety percent (90%) of the outstanding shares of common stock, par value \$0.10 per share, of Thermo Instrument Systems Inc. ("Thermo Instrument"), a corporation incorporated on the 28<sup>th</sup> day of May, 1986 under the DGCL.

3. That the following resolutions were adopted in accordance with DGCL Section 253 at a Meeting of the Directors of the Corporation held on June 30, 2000:

RESOLVED, that Corporation be, and hereby is, authorized pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL") to merge (the "Instrument Merger") Thermo Instrument Systems Inc., a Delaware corporation ("Thermo Instrument"), of which the Corporation owns not less than ninety percent (90%) of the outstanding shares of each class of stock, with and into the Corporation, with the Corporation continuing as the surviving corporation (the "Surviving Corporation"); and that (i) at the effective time of the Instrument Merger, each outstanding share of common stock of Thermo Instrument, par value \$0.10 per share (the "Instrument Shares"), be cancelled and that each Instrument Share not owned by the Corporation or held in Thermo Instrument's treasury be, after such cancellation, converted into the right to receive 0.85 shares of the Surviving Corporation's common stock, \$1.00 par value per share, upon surrender, subject to appraisal rights, (ii) the Certificate of Incorporation and By-Laws of the Corporation shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation from and after the Instrument Merger, and (iii) the officers and directors of the Corporation immediately prior to the Instrument Merger shall be the officers and directors of the Surviving Corporation; and

RESOLVED, that the Chief Executive Officer, the President, any Vice President, the Treasurer, the Chief Financial Officer, and the Secretary, or any Assistant Secretary of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare and file a Certificate of Ownership and Merger (the "Certificate of Ownership and Merger") with the Secretary of State of Delaware and any additional document required under the DGCL as they or any of them may deem necessary or advisable to effect the Instrument Merger; and

RESOLVED, that the Instrument Merger shall be effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware; and

RESOLVED, that the Surviving Corporation shall, pursuant to Section 262(d)(2) of the DGCL, notify each stockholder of record of Thermo Instrument within ten (10) days after the effective date of the Instrument Merger that the Instrument Merger has become effective.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer this 30<sup>th</sup> day of June, 2000.

THERMO ELECTRON CORPORATION

  
By: Theo Melas-Kyziaz, Vice President