

05-14-2001



101716708

5-9-01

PATENT
03141-P0326A WWW

ENT AND TRADEMARK OFFICE

Assignor	Roche Diagnostic Systems, Inc.
Assignee	Roche Diagnostics Corporation
Patent No. 5,891,740	Issue Date April 6, 1999
Title of Application:	Detection Of Low Level Hydrophobic Analytes In Environmental Samples

Box Assignment
Assistant Commissioner for Patents
Washington, DC 20231

MAY - 9 2001

Merger Recordation Form Cover Sheet

Dear Sir:

Please record the attached original document.

1. Name of conveying party. Roche Diagnostics Systems, Inc.
2. Name and Address of Receiving Party. Roche Diagnostics Corporation located at 9115 Hague Road, Indianapolis, IN 46250.
3. Nature of Conveyance: Merger to Boehringer Mannheim Corporation under the name of Roche Diagnostics Corporation. Execution Date: December 31, 1998
4. Name and Address of Party to Whom Correspondence Concerning Document should be mailed.

5891740

Wesley W. Whitmyer, Jr., Registration No. 33,558
Attorney for Applicant
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

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01 10:58:01 40.00

Mailing Certificate: I hereby certify that this correspondence is today being deposited with the U.S. Postal Service as *First Class Mail* in an envelope addressed to: Box Assignment; Commissioner for Patents and Trademarks; Washington, DC 20231.

May 7, 2001

Danielle Dominici

5. Patent Number: 5,891,740.
6. Total Number of Patents Involved: 1.
7. Total Fee (37 CFR 3.41). \$40.00 due. A check for this amount is enclosed.
8. Authorization to Charge Deposit Account. The Commissioner is hereby authorized to charge any additional fees due by this paper and during the entire pendency of this Application to Account No. 19-4516.
9. Statement and Signature. Total number of pages including cover sheet, attachments and document are 9. To the best of my knowledge and belief, the foregoing information is true and correct and any copy submitted herewith is a true copy of the original document.

Respectfully submitted,



Wesley W. Whitmyer, Jr., Registration No. 33,558
Attorneys for Applicant
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

SECRETARY OF STATE
STATE OF INDIANA



Sue Anne Gilroy
Secretary of State

APOSTILLE

(Convention de la Haye du 5 Octobre 1961)

1. Country: United States of America
2. This public document has been signed by *Erica Moore*
3. acting in the capacity of Certification Clerk In & For the Sec.of States'Office
(Corporation Dept.)
4. and bears the seal/stamp of Certification Clerk In & for the Sec.of States'Office
(Corporation Dept.)

Certified

5. at Indianapolis, Indiana
6. the *Twenty-fifth* day of *October* , 2000
7. by Deputy Secretary of State of Indiana.
8. No. A2000-9327

9. Seal/Stamp:



10. Signature:

Todd Rokita
Deputy Secretary of State

198706-883

ARTICLES OF MERGER
OF
ROCHE DIAGNOSTIC SYSTEMS, INC.
INTO
BOEHRINGER MANNHEIM CORPORATION
(effective December 31, 1998)

1988110795

198706-883

In accordance with the requirements of the Indiana Business Corporation Law, the undersigned corporations, desiring to effect a merger, set forth the following facts:

ARTICLE I - SURVIVING CORPORATION

Section 1: The name of the corporation surviving the merger is ROCHE DIAGNOSTICS CORPORATION and such name has been changed (from Boehringer Mannheim Corporation) as a result of the merger.

Section 2: The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law, incorporated on June 25, 1987.

ARTICLE II - MERGING CORPORATION

The name, state of incorporation and date of qualification to do business in Indiana of the merging corporation is as follows:

Name: Roche Diagnostic Systems, Inc.
State of Incorporation: New Jersey
Date of Qualification in Indiana: November 23, 1988

ARTICLE III - PLAN OF MERGER

The Plan of merger, containing such information as required by Section 23-1-40-1-(b) of the Indiana Business Corporation Law, is set forth on Exhibit A attached hereto and made a part hereof.

ARTICLE IV - MANNER OF ADOPTION AND VOTE

- Action by Surviving Corporation. The outstanding capital stock of the surviving corporation consists of 1,000 shares, all designated Common Stock and entitled to vote on the merger; all votes entitled to be cast were voted by written consent, dated December 11, 1998, in favor of the merger.
- Action by Merging Corporation. The outstanding capital stock of the merging corporation consists of 100 shares, all designated Common Stock and entitled to vote on the merger; all votes entitled to be cast were voted by written consent, dated December 11, 1998, in favor of the merger.

RECEIVED
12-28-98

IN WITNESS WHEREOF, the undersigned being the President of Boehringer Mannheim Corporation, executes these Articles of Merger and verifies, subject to penalties of perjury, that the statements contained herein are true this 11th day of December, 1998.



Dennert O. Ware
President

**AGREEMENT AND PLAN OF MERGER
OF
ROCHE DIAGNOSTIC SYSTEMS, INC.
INTO
BOEHRINGER MANNHEIM CORPORATION**

AGREEMENT AND PLAN OF MERGER dated December 11, 1998 between Boehringer Mannheim Corporation, an Indiana corporation ("BMC"), and Roche Diagnostic Systems, Inc., a New Jersey corporation ("RDS").

WITNESSETH:

WHEREAS, BMC is a corporation duly organized and existing under the laws of the State of Indiana; and

WHEREAS, RDS is a corporation duly organized and existing under the laws of the State of New Jersey; and

WHEREAS, the Boards of Directors of both BMC and RDS deem it advisable and in the best interests of their respective corporations that RDS be merged with and into BMC; now, therefore, it is agreed that

1. At the Effective Time (as that term is hereinafter defined), and upon the terms and conditions set forth in Section 3 below, RDS shall be merged with and into BMC, with BMC as the surviving corporation in such merger (the "Surviving Corporation").

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Shares entitled to vote</u>
RDS	Common Stock, 100 shares \$1.00 par value	100 shares
BMC	Common Stock, 1,000 shares, no par value	1,000 shares

3. The terms and conditions of the merger are as follows:

A. **Share Cancellation.** In view of the fact that a single shareholder owns all of the issued and outstanding capital stock of BMC and RDS, at the Effective Time each share of the Common Stock, par value \$1.00 per share, of RDS issued and outstanding immediately prior to

the Effective Time shall be automatically canceled and certificates for such shares shall be surrendered and canceled.

B. Articles of Incorporation and By-Laws. The Articles of Incorporation and By-Laws of BMC shall continue as the Articles of Incorporation and By-Laws of the Surviving Corporation; provided, however, that Article 1 of the Articles of Incorporation shall be amended to read; "The name of the Corporation is Roche Diagnostics Corporation."

C. Shares of Surviving Corporation. Each share of the Common Stock, no par value, of BMC issued and outstanding immediately prior to the Effective Time shall continue unchanged as one share of the stock of the Surviving Corporation, without the issuance or exchange of new shares or share certificates.

D. Assets; Liabilities. At the Effective Time, all the property, real and personal, rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action, and every other asset of BMC and RDS shall be transferred to, vest in and devolve upon the Surviving Corporation, without further act or deed, and every interest of BMC and RDS shall be as effectively the property of the Surviving Corporation as they were of BMC and RDS, respectively. The Surviving Corporation shall assume and be liable for all liabilities, obligations, and penalties of BMC and RDS.

E. Directors and Officers. The directors and officers of the Surviving Corporation shall continue unchanged at and after the Effective Time.

F. Abandonment. Notwithstanding the approval and adoption of this Plan and Agreement of Merger by the sole stockholder of either or both BMC and RDS, this Agreement of Merger may be terminated at any time prior to the Effective Time by the Board of Directors of either BMC or RDS.

4. Effective Time. The merger of RDS into BMC shall be effective on December 31, 1998, and for accounting purposes shall be deemed to have occurred as of 11:59 p.m. on such date (the "Effective Time").

IN WITNESS WHEREOF, the undersigned have signed this Agreement as of the date first above written.

BOEHRINGER MANNHEIM CORPORATION

By: /s/ Dennert O. Ware
Name: Dennert O. Ware
Title: President

ROCHE DIAGNOSTIC SYSTEMS, INC.

By: /s/ Vincent P. Mihalik
Name: Vincent P. Mihalik
Title: Executive Vice President



CERTIFICATE OF ASSUMED BUSINESS NAME
(All Corporations)

State Form 30353 (R7 / 4-95)

State Board of Accounts Approved 1995

19 8706-883

SIUE ANNE GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

APPROVED
AND
FILED

Indiana Code 23-15-1-1, et seq.

INSTRUCTIONS:

This certificate must first be recorded in the office of County Recorder of each county in which a place of business or office is located.

A copy of the certificate certified by the County Recorder must be filed with the Secretary of State.

Please TYPE or PRINT.

SECRETARY OF STATE

FILING FEES PER CERTIFICATE:

For-Profit Corporation, Limited Liability Company, Limited Partnership	\$30.00
Not-For-Profit Corporation	\$26.00
Certificate - Additional	\$15.00

1. Name of Corporation BOEHRINGER MANNHEIM CORPORATION	2. Date of incorporation / admission June 30, 1987
3. Principal office address of the Corporation (street address) 9115 HAGUE ROAD City, state and ZIP code INDIANAPOLIS, IN 46250	
4. Assumed business name(s) ROCHE DIAGNOSTICS	
5. Address at which the Corporation will do business under assumed business name (street address) 9115 HAGUE ROAD City, state and ZIP code INDIANAPOLIS, IN 46250	
6. Signature <i>Steve A. Oldham</i>	7. Printed name Steve A. Oldham Vice President

STATE OF INDIANA

COUNTY OF MARION

SS:

Subscribed and sworn or attested to before me, this 13th day of July, 1998.
Debra Robinson

Notary Public
Debra Robinson

My Notarial Commission Expires:
2/12/2001

My County of Residence is:
Marion

I, _____ Recorder of _____ County, State of Indiana,

certify that the foregoing is a true copy of the Certificate of Assumed Business Name recorded in my office on the _____

day of _____ 19 _____

Recorder Signature

This instrument was prepared by:

Debra Robinson