

07-02-2003

Attorney Docket No.: 45858/56030

FORM PTO-1595
(Rev. 6-93)



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

R. 102487518 COVER SHEET
PATENTS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Arbor Technologies, Inc. 6-30-03
Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
Name: Whatman, Inc.
Street Address: 9 Bridewell Place
City Clifton State: NJ Zip: 07014
Additional name(s) & address(es) attached?
 Yes No

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:
Execution Date: August 1, 2001

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 No.(s): 5,348,646
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kathryn A. Piffat, Ph.D. (Reg. No.:34,901)
Street Address: Intellectual Property Group of
Edwards & Angell, LLP
P.O. Box 9169
City: Boston State: MA Zip: 02209

6. Total number of applications and patents involved: **[1]**

7. Total fee (37 CFR 3.41):.....\$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 04-1105
(Attach duplicate copy of this page if paying by deposit account)

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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.*
Kathryn A. Piffat, Ph.D. (Reg. No.: 34,901) Kathryn A. Piffat, Ph.D. June 26, 2003
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and documents: **8**

OMB No. 0651-0011 (exp. 4/94)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION AND LAND DEVELOPMENT BUREAU

Date Received
JUL 25 2001

(FOR BUREAU USE ONLY)

FILED

JUL 25 2001

Administrator
BUREAU OF COMMERCIAL SERVICES

JUSTED PURSUANT TO
PHONE AUTHORIZATION

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name
C T Corporation System
Attn: Steven P. Zimmer
1515 Market Street
Philadelphia, PA 19102

EFFECTIVE DATE: 8/1/01
Expiration date for new assumed names: December 31.
Expiration date for transferred assumed names appear in Item 6

Document will be returned to the name and address you enter above
If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies
and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

WHATMAN INC.	630126
ARBOR TECHNOLOGIES, INC.	292257

b. The name of the surviving (new) entity and its identification number is:

WHATMAN INC.	630126
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Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

9 Bridewell Place, Clifton, NJ 07014

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the 1st day of August, 2001

6350 11550 2411

3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
WHATMAN INC.	3,585 Common, No Par	Common	None
ARBOR TECHNOLOGIES, INC.	135,778 Common, \$.50 par/Common		None

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows: Not Applicable.

The manner and basis of converting shares are as follows: Nonsurvivor shares are cancelled

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

None.

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

(Signature of Incorporator)

(Type or Print Name)

b) The plan of merger was approved by:

the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

ARBOR TECHNOLOGIES, INC.

By

(Signature of Authorized Officer or Agent)

Dr DJH SMITH

(Type or print name)

WHATMAN INC.

(Name of Corporation)

By

(Signature of Authorized Officer or Agent)

Mr BODO FRANZ

(Type or print name)

ARBOR TECHNOLOGIES, INC

(Name of Corporation)

6. Complete for Corporations and Limited Liability Companies only

The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the merger are:

Assumed name	Corporation and/or LLC transferred from	Expiration date
Arbor Tech	Arbor Technologies, Inc.	12/31/05
Arbor Medical	Arbor Technologies, Inc.	12/31/03

New assumed names under which business is to be conducted are:

None.

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ~~CONSOLIDATION~~ / *MERGER (General Laws, Chapter 156B, Section 79)

~~XXXXXXXXXX~~ / *merger of

ARBOR TECHNOLOGIES, INC.

WHATMAN INC.

the constituent corporations, into

WHATMAN INC.

~~XXXXXXXXXX~~ / *one of the constituent corporations organized under the laws of Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~XXXXXXXXXX~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~XXXXXXXXXX~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~XXXXXXXXXX~~ / *merger determined pursuant to the agreement of ~~XXXXXXXXXX~~ / *merger shall be ~~XXXXXXXXXX~~ / *approved and filed by the Secretary of the Commonwealth on ~~XXXXXXXXXX~~ / *the effective date is ~~XXXXXXXXXX~~ / *desired, specifically on ~~XXXXXXXXXX~~ / *Effective August 1, 2001 at 12:01 A.M. Eastern Daylight Time.

3. (For a merger)

*The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None.

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

Not Applicable.

*Delete the inapplicable words.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

clerkiner

SECRETARY OF THE COMMONWEALTH
CORPORATION DIVISION
JUL 26 PM 12:12

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P
M
A

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue: Not Applicable.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

******(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

Not Applicable.

******(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

Not Applicable.

******(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Not Applicable.

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is ~~not~~ a permanent part of the Articles of Organization of the ~~resulting~~ / surviving corporation.

(2) The street address of the ~~resulting~~ / surviving corporation in Massachusetts is: (post office boxes are not acceptable)

200 Wells Avenue
Newton, MA 02459

******If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the ~~resulting~~ / *surviving corporation is

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	David H. Smith	Iverston House, 20 Fitzroy Road Fleet, Hants GU13 8JJ UK	c/o Whatman plc 20/20 Maidstone, Kent, U.K.
Treasurer:	Peter H. Cooper	61 Lodge Close, Stoke D'Abernon Cobham, Surrey KT11 2SQ UK	c/o Whatman plc 20/20 Maidstone, Kent, U.K.
Clerk:	John Simmonds	19 Almondhayes, Belstead Road Ipswich, Suffolk IP2 9SH UK	c/o Whatman plc 20/20 Maidstone, Kent, U.K.
Directors:	David H. Smith	Iverston House, 20 Fitzroy Road Fleet, Hants GU13 8JJ UK	c/o Whatman plc 20/20 Maidstone, Kent, U.K.
Asst. Clerk:	Carol Mueller	244 Poplar Avenue Hackensack, NJ 07601	c/o Whatman, Inc. 9 Bridewell Pl., Clifton, NJ 0701
Asst. Clerk:	Paul Bryan	37 Chantry Avenue, Hartley Longfield, Kent DA3 8DD UK	c/o Whatman plc 20/20 Maidstone, Kent, U.K.
Vice President:	James Davis	2 Autumn Lane Kingston, MA 02364	c/o Whatman Inc. 9 Bridewell Place, Clifton, NJ

(c) The fiscal year end (i.e. tax year) of the ~~resulting~~ / *surviving corporation shall end on the last day of the month of: December 070

(d) The name and business address of the resident agent, if any, of the ~~resulting~~ / *surviving corporation is: CT Corporation, 101 Federal Street, Boston, MA 02110

Item 5 below may be deleted if the ~~resulting~~ / surviving corporation is organized under the laws of Massachusetts.

~~The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 81 so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.~~

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / *Vice President and *Clerk / *Assistant Clerk of WHATMAN, INC., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~resulting~~ / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

James Davis, ~~President~~ / *Vice President
Carol Mueller, *Clerk / *Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Bodo Franz, President and †† Carol Mueller, Clerk/Asst. Clerk of Arbor Technologies, Inc., a corporation organized under the laws of Michigan, further state under the penalties of perjury that the agreement of ~~resulting~~ / *merger has been duly adopted by such corporation in the manner required by the laws of Michigan.

*Delete the inapplicable words.
† Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
†† Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Bodo Franz, President
†† Carol Mueller, Clerk/Asst. Clerk

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~*CONSOLIDATION~~ / *MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of ~~Consolidation~~ / *Merger and,
the filing fee in the amount of \$ _____, having been paid,
said articles are deemed to have been filed with me this 1st
day of August, ~~XX~~ 2001.

Effective date August 1, 2001

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

JOSEPH CONNOLLY, ESQUIRE

ECKERT SEAMANS CHERIN & MELLOTT, LLC

1515 MARKET STREET, 9TH FLOOR, PHILADELPHIA, PA 19102

Telephone: 215-851-8438