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Form PTO-1593 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>		RECORDATION FORM COVER SHEET PATENTS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Membrex, Inc.		2. Name and address of receiving party(ies) Name: GE Osmonics, Inc. Internal Address: _____ Street Address: 5951 Clearwater Dr City: Minnetonka State: MN Zip: 55343			
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____			
Execution Date: Dec 12, 2004		Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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) 5,707,517 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Karen DeAngelo Internal Address: Legal Department GE Betz, Inc. Street Address: 4636 Somerton Road City: Trevoise State: PA Zip: 19053		6. Total number of applications and patents involved: <input type="checkbox"/> 7. Total fee (37 CFR 3.41).....\$ 40.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: 50-2340 (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. Karen DeAngelo Name of Person Signing _____ Signature <u>Karen DeAngelo</u> Date <u>6-1-05</u>					
Total number of pages including cover sheet, attachments, and documents: <input type="checkbox"/>					
Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231					

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State of Minnesota

12J-945

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

DE: MEMBREX, INC.

MN: GE OSMONICS, INC.

State of Formation and Name of Surviving Entity:

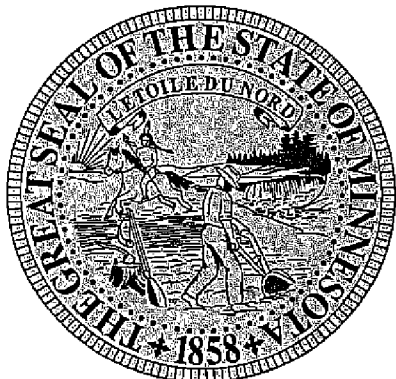
MN: GE OSMONICS, INC.

Effective Date of Merger: December 12, 2004; 11:59 p.m.

Name of Surviving Entity After Effective Date of Merger:

GE OSMONICS, INC.

This Certificate has been issued on: November 18, 2004



Mary Kiffmeyer
Secretary of State.

PATENT

REEL: 016290 FRAME: 0133

12J-945

DC-M

**EXHIBIT A****AGREEMENT AND PLAN OF MERGER
MERGING
MEMBREX, INC.
WITH AND INTO
GE OSMONICS, INC.**

This AGREEMENT AND PLAN OF MERGER is made as of October 29, 2004, between Membrex, Inc., a Delaware corporation (the "Subsidiary"), and GE Osmonics, Inc., a Minnesota corporation (the "Parent"). (Subsidiary and Parent are hereinafter collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations and their shareholders that the Subsidiary be merged with and into the Parent (the "Merger").

NOW, THEREFORE, the Constituent Corporations hereby agree as follows:

1. The Merger shall be in accordance with Section 302A.621 of the Minnesota Business Corporation Act and Section 253 of the General Corporation Law of Delaware.
2. The name of the subsidiary corporation is Membrex, Inc., a Delaware corporation. The name of the parent and surviving corporation is GE Osmonics, Inc., a Minnesota corporation.
3. The effective time of the merger shall mean 11:59 p.m. on December 31, 2004 (the "Effective Time").
4. At the Effective Time, the Subsidiary shall be merged with and into the Parent and the Parent shall be the surviving corporation (the "Merger").
5. Upon the Effective Time, the separate existence of the Subsidiary shall cease and all the property, rights, privileges, immunities and franchises of the Subsidiary and all of the property, real, personal and mixed, and all the debts due on whatever account to the Subsidiary, as well as all other causes in action belonging to the Subsidiary, and the title to all real estate vested in the Subsidiary shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Parent as the surviving corporation. The Parent shall be responsible and liable for all the liabilities and obligations, including the rights and obligations under the agreements of the Subsidiary. A claim by or against or a pending proceeding by or against the Subsidiary may be prosecuted as if the Merger has not taken place, or the Parent may be

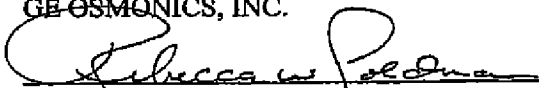
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- substituted in place of the Subsidiary. Neither the rights of creditors nor any liens upon the property of the Subsidiary shall be impaired by the Merger.
6. From and after the Effective date and until further amended in accordance with the Minnesota Business Corporation Act, the Articles of Incorporation of the Parent in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the surviving corporation.
 7. The directors and officers of the Parent in office immediately prior to the Effective Date shall, from and after the Effective Date, be the directors and officers of the surviving corporation. Directors and officers will serve until their respective successors are duly appointed or elected and qualified in accordance with the Articles of Incorporation and Bylaws of the surviving corporation.
 8. All of the outstanding shares of the Subsidiary common stock are owned by the Parent. On the Effective Date, the shares of the Subsidiary will not be converted into shares of the surviving corporation, but instead shall be canceled (along with the certificates representing the same) and all rights in respect thereof shall thereupon cease to exist.
 9. All of the outstanding shares of the Parent common stock shall remain common stock of the surviving corporation and all rights in respect of such shares shall remain in full effect.

IN WITNESS HEREOF, the parties hereto have duly executed this Agreement and Plan of Merger as of the date first written above.

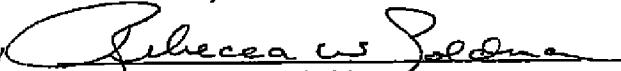
GEOSMONICS, INC.

By


Name: Rebecca W. Goldman
Title: Secretary

MEMBREX, INC.

By


Name: Rebecca W. Goldman
Title: Secretary

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV 18 2004


Secretary of State