

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

CHANGE OF NAME

CONVEYING PARTY DATA

Name	Execution Date
Accuri Instruments, Inc.	04/12/2007

RECEIVING PARTY DATA

Name:	Accuri Cytometers, Inc.
Street Address:	173 Parkland Plaza
City:	Ann Arbor
State/Country:	MICHIGAN
Postal Code:	48103

PROPERTY NUMBERS Total: 9

Property Type	Number
Application Number:	11400890
Application Number:	11430591
Application Number:	11466391
Application Number:	11549560
Application Number:	11387186
Application Number:	11297170
Application Number:	11297667
Application Number:	11370714
PCT Number:	US0763477

CORRESPONDENCE DATA

Fax Number: (888)775-9990

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Email: assignment@schoxplc.com

Correspondent Name: Jeffrey Schox

Address Line 1: 209 North Main Street #200

Address Line 4: San Francisco, CALIFORNIA 94306

PATENT

500329504

REEL: 019659 FRAME: 0157

OP \$360.00 11400890

ATTORNEY DOCKET NUMBER:

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NAME OF SUBMITTER:

Jeffrey Schox

Total Attachments: 8

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CERTIFICATE OF MERGER  
OF  
ACCURI INSTRUMENTS, INC.  
WITH AND INTO  
ACCURI CYTOMETERS, INC.

Pursuant to Section 252(c) of the  
General Corporation Law of the State of Delaware

Accuri Cytometers, Inc., a Delaware corporation (the "Delaware Corporation"), does hereby certify to the following facts relating to the merger ("Merger") of Accuri Instruments, Inc., a Michigan corporation (the "Michigan Corporation") with and into the Delaware Corporation, with the Delaware Corporation remaining as the surviving corporation of the Merger (the "Surviving Corporation");

- FIRST: The Michigan Corporation is incorporated pursuant to the Michigan Business Corporation Act (the "MBCA") and, immediately prior to the effective date of this Certificate of Merger, is authorized to issue 17,698 shares of Series A Preferred Stock and 42,302 shares of common stock. The Delaware Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Michigan Corporation and the Delaware Corporation are the constituent corporations of the Merger.
- SECOND: An Agreement and Plan of Merger, dated April 12, 2007 (the "Merger Agreement"), whereby the Michigan Corporation will be merged with and into the Delaware Corporation, has been approved, adopted, certified, executed and acknowledged by the Delaware Corporation and the Michigan Corporation in accordance with the provisions of subsection (c) of Section 252 of the DGCL.
- THIRD: The name of the Surviving Corporation shall be Accuri Cytometers, Inc., a corporation incorporated pursuant to the DGCL.
- FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.
- FIFTH: The Merger is to be effective upon filing.
- SIXTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, at 173 Parkland Plaza, Ann Arbor, Michigan 48103.
- SEVENTH: A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the Michigan Corporation or the Surviving Corporation.

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IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of  
Merger to be executed by its duly authorized Chief Executive Officer and President as of April 12, 2007.

ACCURI CYTOMETERS, INC.

By Jennifer A. Baird  
Name: Jennifer A. Baird  
Title: President

Ann Arbor 117921

# ***Michigan Department of Labor & Economic Growth***

## ***Filing Endorsement***

***This is to Certify that the CERTIFICATE OF MERGER  
for***

***ACCURI INSTRUMENTS, INC.***

***ID NUMBER: 32421D***

***received by facsimile transmission on April 12, 2007 is hereby endorsed  
Filed on April 12, 2007 by the Administrator.***

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

***In testimony whereof, I have hereunto set my  
hand and affixed the Seal of the Department,  
in the City of Lansing, this 12TH day  
of April, 2007.***



***, Director***

***Bureau of Commercial Services***

Sent by Facsimile Transmission 07102

**PATENT  
REEL: 019659 FRAME: 0161**

BC9000-000m (Rev. 12/05)

<b>MICHIGAN DEPARTMENT OF LABOR &amp; ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES</b>	
Date Received	(FOR BUREAU USE ONLY)
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	Timothy R. Damschroder
Address	201 S. Division, Suite 400
City	Ann Arbor State Michigan Zip Code 48104
EFFECTIVE DATE:	
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:

Accuri Instruments, Inc.

32421D

Accuri Cytometers, Inc.

4328556 Delaware

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

Accuri Cytometers, Inc.

4328556 Delaware

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

173 Parkland Plaza, Ann Arbor, Michigan 48103

## 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 (or solidation) shall be effective on the 12th day of April, 2007.

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**3. Complete for Profit Corporations only**

For each constituent stock corporation, state:

Names 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
Accuri Instruments, Inc.	See Exhibit A.		
Accuri Cytometers, Inc.	See Exhibit A.		

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:

The manner and basis of converting shares are as follows:

See Exhibit A attached hereto.

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

See Exhibit B attached hereto for a description of the amendments to the Certificate of Incorporation.

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.

Accuri Instruments, Inc.

By

(Signature of Authorized Officer or Agent)  
Jennifer A. Baird, President

(Type or print name)

Accuri Instruments, Inc.

(Name of Corporation)

By

(Signature of Authorized Officer or Agent)  
Jennifer A. Baird, President

(Type or print name)

Accuri Cytometers, Inc.

(Name of Corporation)

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EXHIBIT A

## 1) Designation and number of outstanding shares in each class of capital stock

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
Accuri Instruments, Inc.	14,832 shares of Common Stock and 17,698 shares of Series A Convertible Preferred Stock	Common Stock and Series A Convertible Preferred Stock are each entitled to vote	Common Stock and Series A Convertible Preferred Stock are each entitled to vote as a separate class as described in the articles of incorporation
Accuri Cytometers, Inc.	1,000 shares of Common Stock	Common Stock, Series A Preferred Stock and Series B Preferred Stock	Series A Preferred Stock and Series B Preferred Stock are each entitled to vote as a separate class as described in the certificate of incorporation.

## 2) The manner and basis of converting shares are as follows:

a. Each Accuri Cytometers, Inc. share held in the treasury of Accuri Cytometers, Inc., each Accuri Instruments, Inc. share held in treasury by Accuri Instruments, Inc. and each Accuri Instruments, Inc. share owned by Accuri Cytometers, Inc. immediately prior to the effective date of the merger shall cease to be outstanding, be canceled and retired without payment of any consideration therefor and cease to exist.

b. On the effective date, by virtue of the merger and without any action on the part of the holders thereof, each share of capital stock of Accuri Instruments, Inc. issued and outstanding immediately prior thereto shall be changed and converted into One Hundred (100) fully paid and non-assessable shares of the capital stock of the same class, par value \$0.00101 per share, of Accuri Cytometers, Inc.

c. On the effective date, by virtue of the merger and without any action on the part of the holders thereof, each outstanding warrant and option to purchase shares of capital stock of Accuri Instruments, Inc. shall be changed such that each such warrant and option shall entitle the holder thereof to purchase One Hundred (100) times the number of shares

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of Accuri Cytometers, Inc. of the same class; provided, however, that each warrant issued by Accuri Instruments, Inc. prior to the effective date exercisable for Series B Preferred Stock of Accuri Instruments, Inc. shall be changed to be exercisable only for Series A Preferred Stock of Accuri Cytometers, Inc.

d. On the effective date, by virtue of the merger and without any action on the part of the holder thereof, the One Thousand (1,000) shares of common stock of Accuri Cytometers, Inc. issued and outstanding immediately prior thereto shall be canceled on and as of the effective date of the merger.

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**EXHIBIT B****Amendment to Certificate of Incorporation of Surviving Corporation**

1) The first paragraph of Article FOURTH of the Certificate of Incorporation relating to capitalization of the Surviving Corporation is hereby amended to read as follows:

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 44,352,188 shares of Common Stock, \$0.00001 par value per share ("Common Stock"), and (ii) 33,441,772 shares of Preferred Stock, \$0.00001 par value per share ("Preferred Stock"). 13,289,156 of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock", and 20,152,616 of the authorized shares of Preferred Stock are hereby designated "Series B Preferred Stock."

2) Section B(5)(d)(i)(D)(IV) of Article FOURTH of the Certificate of Incorporation relating to stock options of the Surviving Corporation is hereby amended to read as follows:

"Shares of Common Stock or Options issued to employees or directors of, or consultants to, the Corporation or any of its subsidiaries pursuant to a plan, agreement or arrangement approved by the Board of Directors, including both Series B Directors, not to exceed, in the aggregate, 5,395,200 shares of Common Stock, such number of shares of Common Stock subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization;"

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