



# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ATOM ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "APPLIED BIOSYSTEMS INC." UNDER THE NAME OF "APPLIED BIOSYSTEMS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2008, AT 12:24 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2968655 8100M

091134120

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6981364

DATE: 11-21-08

PATENT  
REEL: 023858 FRAME: 0352

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:24 PM 11/21/2008  
FILED 12:24 PM 11/21/2008  
SRV 081134120 - 2968655 FILE

STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
ATOM ACQUISITION CORPORATION  
(A DELAWARE CORPORATION)  
WITH AND INTO  
APPLIED BIOSYSTEMS INC.  
(A DELAWARE CORPORATION)

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law (the "DGCL"), the undersigned corporations executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Applied Biosystems Inc., a Delaware corporation (the "Surviving Corporation"), and the name of the corporation being merged into this surviving corporation is Atom Acquisition Corporation, a Delaware corporation (the "Merging Corporation").

**SECOND:** The Agreement and Plan of Merger dated as of June 11, 2008, as amended on September 9, 2008 and October 15, 2008 (as amended, the "Merger Agreement"), by and among Invitrogen Corporation, a Delaware Corporation ("Parent"), Atom Acquisition, LLC, a Delaware limited liability company and a direct and wholly-owned subsidiary of Parent ("Acquisition Sub"), the Surviving Corporation and the Merging Corporation, a direct wholly-owned subsidiary of Acquisition Sub, has been approved, adopted, certified, executed and acknowledged by the Surviving Corporation and the Merging Corporation in accordance with Section 251 of the DGCL.

**THIRD:** The name of the surviving corporation is Applied Biosystems Inc.

**FOURTH:** The Amended and Restated Certificate of Incorporation of the Surviving Corporation shall be amended pursuant to the merger to read in its entirety as set forth in Exhibit A attached hereto.

**FIFTH:** An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address: 301 Merritt 7, Main Avenue (old U.S. Route 7), Norwalk, Connecticut 06851.

**SIXTH:** A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either the Surviving Corporation or the Merging Corporation.

**SEVENTH:** The merger shall become effective as of the time of filing hereof in the office of the Secretary of State of the state of Delaware.

[Signature Page Immediately Follows]

IN WITNESS WHEREOF, the undersigned have executed and acknowledged this Certificate of Merger as of November 21, 2008.

Atam Acquisition Corporation

By:   
Name: John A. Cottingham  
Title: Secretary

Applied Microsystems Inc.

By: \_\_\_\_\_  
Name: William R. Sewch  
Title: Senior Vice President and General  
Counsel


[Signature Page for Fact Merger Certificate]

IN WITNESS WHEREOF, the undersigned have executed and acknowledged this Certificate of Merger as of November 21, 2008.

**Atom Acquisition Corporation**

By: \_\_\_\_\_  
Name: John A. Cottingham  
Title: Secretary

**Applied Biosystems Inc.**

By:   
Name: William B. Sawch  
Title: Senior Vice President and General Counsel

[Signature Page for First Merger Certificate]

**EXHIBIT A**  
**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**APPLIED BIOSYSTEMS INC.**

FIRST: The name of the corporation is:

Applied Biosystems Inc. (hereinafter called the "Corporation").

SECOND: The address of its registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801 in the County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The Corporation is authorized to issue one class of stock, to be designated "Common Stock," with a par value of \$0.01 per share. The total number of shares of Common Stock that the Corporation shall have authority to issue is 3,000.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless the Bylaws so provide.

SIXTH: The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

SEVENTH: The sole stockholder of the Corporation is Atom Acquisition, LLC. The sole stockholder shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

EIGHTH: To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its sole stockholder for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article EIGHTH by the sole stockholder of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions occurring prior to, such repeal or modification.