

md 9/9
3-11

03-16-1999

Docket No.:

n/a



100984369

...hed original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):

Roche Diagnostic Systems, Inc.

- Individual(s)
- General Partnership
- Corporation-State New Jersey
- Other _____

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: **Roche Diagnostics Corporation**

Internal Address: _____

Street Address: **9115 Hague Road**

City: **Indianapolis** State: **IN** ZIP: **46250**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State **Indiana**
- Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other (Certificate evidencing merger is attached.)
- Merger
- Change of Name

Execution Date: **December 11, 1998**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

75/257339

B. Trademark Registration No.(s)

936390	1162361	1232415
977616	1175666	1235964
1144865	1215426	1236912

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **D. Michael Young**

Internal Address: **Intellectual Property Law Dept.**

Roche Diagnostics Corporation

Street Address: **9115 Hague Road**

City: **Indianapolis** State: **IN** ZIP: **46250**

6. Total number of applications and registrations involved:.....

23

7. Total fee (37 CFR 3.41):.....\$ **920.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-2958

03/16/1999 INQUIRY 00000027 022958 75257339

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 550.00 CH

fee OK

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.

D. Michael Young
Name of Person Signing

D. Michael Young
Signature

3/8/99
Date

Total number of pages including cover sheet, attachments, and

7

Former Roche Diagnostics Systems, Inc. – U.S. Trademark Registrations

Additional Registration Nos.

1251382

1573116

1574292

1577523

1579910

1579911

1582350

1604226

1719260

1786107

1974019

2001778

2001779

198706-883

ARTICLES OF MERGER
OF
ROCHE DIAGNOSTIC SYSTEMS, INC. 198811079E
INTO
BOEHRINGER MANNHEIM CORPORATION
(effective December 31, 1998) 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

1. 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.

2. 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.

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