

S98044

Florida Department of State
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05 DEC 30 AM 8:00
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Whatman Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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12/30

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1103, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <i>(if known/ applicable)</i>
Whatman Inc.	Maine	<u>Not Qualified</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Schleicher & Schnell MicroScience, Inc.	Florida	S98044

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on 12/30/05.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the Board of Directors and the shareholder of the surviving corporation on December 29, 2005

The Plan of Merger was adopted by the board of directors of the surviving corporation on N/A and shareholder approval was not required.


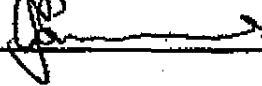
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the Board of Directors and the shareholder of the merging corporation(s) on December 29, 2005

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on N/A and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Schleicher & Schnell MicroScience, Inc.	X 	John Simmonds, Secretary
Whitman Inc.	X 	John Simmonds, Secretary

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Whatman Inc.	Maine

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Schleicher & Schnell MicroScience, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

- a. The presently issued and outstanding shares of Schleicher & Schnell MicroScience, Inc., the merging corporation, all of which are owned by Whatman Inc., the surviving corporation, shall be surrendered and cancelled. No shares of stock of the surviving corporation shall be issued in exchange therefore.
- b. The bylaws of Whatman Inc. shall be the bylaws of the corporation surviving the merger.
- c. The directors and officers of Whatman Inc. shall be the directors and officers of the Corporation since the merger and shall remain until their successors are elected.

(Attach additional sheets if necessary)