DOC ID ----> 202303101394

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
01/31/2023	202303101394	Merger (MER)	99.00	300.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
4400 EASTON CMNS SUITE 125
EASTON, OH 43219

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose

483376

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MERIDIAN BIOSCIENCE, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
Merger	**202303101394**

Effective Date: 01/31/2023

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 31st day of January, A.D. 2023.

Ohio Secretary of State

DOC ID ----> 202303101394

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
01/31/2023	202303101394	MERGED OUT OF EXISTENCE (MEX)	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
4400 EASTON CMNS SUITE 125
EASTON, OH 43219

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose

4890699

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MADEIRA ACQUISITION CORP.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
MERGED OUT OF EXISTENCE	**202303101394**

Effective Date: 01/31/2023

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 31st day of January, A.D. 2023.

Ohio Secretary of State

Form 551 Prescribed by:

Frank LaRose
Ohio Secretary of State

Toll Free: 877.767.3453 | Central Ohio: 614.466.3910
OhioSoS.gov | business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

Certificate of Merger

Filing Fee: $99

(154-MER)

Forms Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity
A. Name of Entity Surviving the Merger: MERIDIAN BIOSCIENCE, INC.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a **(Please check the appropriate box and fill in the appropriate blanks)**

1. ☒ **Domestic (Ohio entity)** ☐ **Foreign (Non-Ohio Entity)**

Jurisdiction of formation

2. **Charter/Registration/License Number** 483376
(If licensed in Ohio as domestic or foreign)

3. ☒ For-Profit Corporation
☐ Nonprofit Corporation
☐ Limited Liability Company
☐ Partnership
☐ Limited Partnership
☐ Limited Liability Partnership
☐ Unincorporated Nonprofit Association

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging **out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).**

Entity Name	Ohio Charter/License/ Registration Number	Jurisdiction of Formation	Type of Entity
MADEIRA ACQUISITION CORP.	4890699	Ohio	For Profit

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

MERIDIAN BIOSCIENCE, INC.
Name

3471 River Hills Dr.
Mailing Address

Cincinnati	Ohio	45244
City	State	Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on _____ (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER
Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.
If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City | OH State | ZIP Code

VIII. AMENDMENTS
If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☒ Amendments are attached ☐ No Amendments

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State: 72000000

With the submission of this amendment, NEW total number of shares: 100

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE
If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY
A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing
Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552
Foreign Qualifying Limited Liability Company - Form 617
Foreign Qualifying Limited Partnership - Form 531B
Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Meridian Biosciences, Inc.
Name of entity

By: Jack Kenny
Signature

Its: Chief Executive Officer
Title

Madeira Acquisition Corp.
Name of entity

By: Sungjae Lee
Signature

Its: President
Title

Name of entity

By:
Signature

Its:
Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1706.712(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

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Attachment to Certificate of Merger

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MERIDIAN BIOSCIENCE, INC.

The following Second Amended and Restated Articles of Incorporation supersede the previously existing Amended Articles of Incorporation of Meridian Bioscience, Inc. (the "Company").

ARTICLE I
NAME

The name of the Company is Meridian Bioscience, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Company is located in 3471 River Hills Drive, Cincinnati, Ohio 45244, or any such other location as the Board of Directors of the Company may from time to time determine.

ARTICLE Ill
CAPITAL STOCK

The number of shares of stock that the Company is authorized to issue is 100 shares, all of which shall be common shares, without par value (the "Common Shares"). Each issued and outstanding Common Share shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Company.

ARTICLE IV
PURPOSE

The purpose for which the Company is organized is to develop, manufacture and sell medical diagnostic products and to do any other lawful act or acts for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive of the Ohio Revised Code.

ARTICLE V
REGISTERED OFFICE AND AGENT

The address of the registered office of the Company in the State of Ohio is 3366 Riverside Drive, Suite 103, Columbus, Ohio 43221. The name of the Company's registered agent at such address is Corporation Service Company.

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ARTICLE VI
PURCHASE OF SHARES BY COMPANY

The Company may purchase, from time to time, and to the extent permitted by the laws of Ohio, shares of any class of stock issued by it. Such purchases may be made either in the open market or at private or public sale, and in such manner and amounts, from such holder or holders of outstanding shares of the Company, and at such prices as the Board of Directors of the Company shall from time to time determine, and the Board of Directors is hereby empowered to authorize such purchases from time to time without any vote of the holders of any class of shares now or hereafter authorized and outstanding at the time of any such purchase.

ARTICLE VII
PRE-EMPTIVE RIGHTS

The preemptive right to purchase additional shares or any other securities of the Company is hereby expressly denied to holders of shares of all classes.

ARTICLE VIII
CONTROL SHARE ACQUISITIONS

The provisions of Ohio Revised Code Section 1701.831 relating to control share acquisitions shall not be applicable to the Company.

ARTICLE IX
ARTICLES OF INCORPORATION

These Second Amended and Restated Articles of Incorporation shall supersede the existing Amended Articles of Incorporation of the Company.