

08-17-1998

07-11-1998



SHEET

Attorney Docket No. 024637-093

100795339

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

7-11-98

1. Name of conveying party(ies):
 THE KENDALL COMPANY
 15 HAMPSHIRE STREET
 MANSFIELD, MASS. 02048

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Delaware

Other: _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name

Other: _____

Execution Date: December 31, 1996

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

Name: TYCO INTERNATIONAL LTD.
 Address: ONE TYCO PARK
EXETER, N.H. 03833

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation - Massachusetts
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

see Schedule B attached

Additional numbers attached? Yes No

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

Name: Janice Wilkins
 Address: The Kendall Company
15 Hampshire Street
Mansfield, MASS. 02048

6. Total number of applications and registrations involved: 69

7. Total fee (37 CFR 3.41): \$ 2,760.00

Enclosed
 Authorized to be charged to deposit account, if necessary

8. Deposit account number:

19-0254

(Attach duplicate copy of this page if paying by deposit account)

08/14/990 DNGUYEN 00000047 190254 1586618

01 FC: 81 10.00 CH
02 FC: 82 1700.00 CH

DO NOT USE THIS SPACE

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.

Janice Wilkins
 Name of Person Signing

Janice Wilkins
 Signature

Aug 9, 1998
 Date

Total number of pages including cover sheet, attachments, and document: 10

TRADEMARK

REEL: 1768 FRAME: 0141

(Rev. BDSM 12/93)

SCHEDULE B - REGISTRATIONS
 THE KENDALL COMPANY TRADEMARKS Date: 07/09/98
 (former owner: Professional Medical Products, Inc.)

UNITED STATES

TRADEMARK	REG. NO.	REG. DATE
1ST AND TEN (AND DESIGN)	1586618	03/13/90
ASEPTOSORB	1171943	10/06/81
ASR & CROSS DESIGN	862067	12/17/68
CANTROL	1715099	09/15/92
DESIGN - ARROW	1930516	10/31/95
DIGI-TROL Stylized Letters	1157156	06/09/81
DIMENSION	1740818	12/22/92
DIMENSION and Design	1714975	09/15/92
DURASORB	819601	11/29/66
DURASORB	860191	11/12/68
FAIRFIELD	749853	05/21/63
FLIP TOP	1717851	09/22/92
FLIP TOP and Design	811153	07/12/66
FORTIFOR	876125	09/02/69
MELROSE	1110355	01/02/79
MOHAVEN	1106491	11/21/78
ONE-STEP PREP	1641794	04/16/91
ORTHALETIC	306965	10/10/33
PARA-BLOC	887565	03/10/70
PARKEDALE	738737	10/02/62
PARTEX	850294	06/04/68
PATIENT FOLD	1285148	07/10/84
PHARMACOIL	804345	02/22/66
PMP	1853945	09/13/94
PMP	1819350	02/01/94
PMP	1711126	09/01/92
PMP	1702812	07/28/92
POLYGARD	1124455	08/28/79
POLYGARD	1124455	08/28/79
POLYGARD II	1624657	11/27/90
POLYPUFF	1730198	11/03/92
PROF. MED. PRODUCTS	1928803	10/24/95
PROF. MEDICAL PRODUCTS	1928803	10/24/95
PROFESSIONAL MEDICAL PRODUCTS	1853475	09/13/94
QUALCON	1467177	12/01/87
READI-BANDAGE Stylized Letters	587600	03/30/54
READIFLEX	806037	03/22/66
RVS	1100111	08/22/78
SANABAN	902283	11/10/70
SANABAN	795635	09/07/65
SANABAN	776694	09/08/64
SEAMLESS	1630566	01/08/91
SKIN SAVER	1660700	10/15/91
SOLUTION-PLUS	1621049	11/06/90
SORB-IT & DESIGN	1208081	09/14/82
SORB-IT II	1417350	11/18/86

STERISHARPS Stylized Letters	572988	04/07/53
THE MARK OF QUALITY AND VALUE	1628821✓	12/18/90
TRANS-BLOC	998774	11/19/74
ULTIGARD	1487381✓	05/10/88
UNIGARD	1048404	09/21/76
UNIGARD II	1615415✓	10/02/90
UNISORB	791483	06/22/65
UNISORB	805667✓	03/15/66
UNISORB	953732	02/20/73
VAL-U-GARD	1345918✓	07/02/85
VAL-U-SORB	1056408	01/18/77
WAYNE	763590✓	01/21/64
WILLPOWER	1617128	10/09/90
WINGS	1381208✓	02/04/86
WINGS	1662163	10/29/91
WINGS	1907037✓	07/25/95
WINGS & DESIGN	1605226	07/10/90
WINGS (AND DESIGN)	1805744✓	11/23/93
WINGS AIRFLOW	1979779	06/11/96
WINGS MAXIMA (AND DESIGN)	1733981✓	11/17/92
WINGS PM	1471342	01/05/88
YIELD	1308591✓	12/11/84
YOUR HEALTH CARE SOURCE	1346080✓	07/02/85

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"THE KENDALL COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "TYCO INTERNATIONAL LTD." UNDER THE NAME OF "TYCO INTERNATIONAL LTD.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0781686 3100M

971010432

AUTHENTICATION:

8280945

DATE:

01-10-97

TRADEMARK
REEL: 1768 FRAME: 0144

STATE OF DELAWARE
SECRETARY OF STATE 11:42
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/31/1996
960388778 - 0781686

CT CORP

617 482 9887 P.06/08

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

THE KENDALL COMPANY (DE)

(Subsidiary)

INTO

TYCO INTERNATIONAL LTD. (MA)

(Parent)

TYCO INTERNATIONAL LTD. (this "Corporation"), a corporation organized and existing under the laws of the Commonwealth of Massachusetts,

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 1st day of March, 1962, pursuant to Chapter 156B of the Massachusetts Business Corporation Law, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That this Corporation owns all of the outstanding shares of the stock of THE KENDALL COMPANY, a corporation incorporated on the 11th day of May, 1972, pursuant to Section 101 of the General Corporation Law of the State of Delaware.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board, on the 31st day of December, 1996, determined to and did merge into itself said The Kendall Company ("Kendall"):

NOW, THEREFORE, IT IS:

RESOLVED, that the Corporation be, and it hereby is, authorized, empowered and directed to adopt a plan of merger pursuant to which (i) Kendall shall be merged with and into the Corporation with the Corporation surviving (the "Merger"), effective upon the time of filing the Certificate of Merger with the Secretary of State of the State of Delaware and the filing of the Articles of Merger with the Secretary of State of the Commonwealth of Massachusetts, (ii) upon the effective time of the Merger, the stock certificates representing all of the issued and outstanding shares of capital stock of Kendall shall be canceled, and (iii) upon the effective time of the Merger, the Corporation shall assume all of the liabilities and obligations of Kendall, all as provided in Section 253 of the General Corporation Law of Delaware and Section 82 of the Business Corporation Law of Massachusetts;

RESOLVED, that the respective officers of ~~Kendall~~ and the Corporation be, and each of them, acting singly, hereby is authorized, empowered and directed in the name and on behalf of ~~Kendall~~ and the Corporation, respectively, to make and execute a Certificate of Merger and Articles of Merger setting forth a copy of the resolutions authorizing the Merger, and to cause such Certificate and Articles to be filed with the Secretaries of State of the State of Delaware and the Commonwealth of Massachusetts, respectively, and to do all acts and things whatsoever, whether within or without the State of Delaware or the Commonwealth of Massachusetts, which may be in any way necessary or proper to effect the Merger; and

RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware and the Commonwealth of Massachusetts.

FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of The Kendall Company, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is One Tyco Park.

Exeter, New Hampshire 03833, Attn. General Counsel, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering and leaving with the Secretary of State duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to this Corporation at the above address.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated by the Board of Directors of this Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, this Corporation has caused this Certificate to be signed by John J. Guarnieri, its Vice President-Corporate Controller, this 31st day of December, 1996.

TYCO INTERNATIONAL LTD.

By: John J. Guarnieri
John J. Guarnieri
Vice President-Corporate Controller

THE COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

97 JUL -2 11 31 AM
THE COMMONWEALTH OF MASSACHUSETTS
CORPORATION DIVISION
REGISTRAR

Name
Approved

We L. Dennis Kozlowski President

and M. Brian Moroz Assistant Clerk

of Tyco International Ltd.
(Exact name of corporation)

located at c/o CT Corporation System, 2 Oliver Street, Boston, MA 02109
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

1

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

by a unanimous written consent dated July 2, 1997, of the Articles of Organization were duly adopted

1,000 shares of Common Stock of 1,000 shares outstanding.
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding, and
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding.
(type, class & series, if any)

~~being at least a majority of each type, class or series outstanding and entitled to vote thereon~~

The New name of the corporation is as follows:

"Tyco International (US) Inc."

*Delete the inapplicable words.

**Delete the inapplicable classes.

¹ For amendments adopted pursuant to Chapter 156B, Section 70.

² For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

C
P
M
R.A.

P.C.

the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

the total proceeds authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		



The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 2nd day of July, 19 97.

[Handwritten Signature]

L. Dennis Kozlowski, President

[Handwritten Signature]

M. Brian Moore, Secretary

*On file in the appropriate records.

JUL-22-1997 17:13

SEX

P.08

TRADEMARK