

09-23-1998

9/23/98

Form PTO-1: 1-31-92



100838671

Form Cover Sheet MARKS ONLY

U.S. Department of Commerce Patent and Trademark Office

To the Assistant Commissioner for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies) Smiths Industries Medical Systems, Inc. [] Individual(s) [] Association [] Gen'l Partnership [] Ltd. Partnership [XX] Corporation-State: Delaware [] Other Add'l name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies): Name: SIMS Portex, Inc. Internal Address: Street Address: 10 Bowman Drive City: Keene State: New Hampshire Zip: 03431 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [XX] Corporation-State Delaware [] Other

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [XX] Change of name [] Other Execution Date: October 20, 1997

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? [] Yes [] No

4. Application number(s) or registration no(s):

A. TM Appln No.(s)

B. TM Reg. No.(s) 1,701,616

Additional numbers attached? [] Yes [X] No

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

Name: Pollock, Vande Sande & Amernick, R.L.L.P. Internal Address: P.O. Box 19088 Street Address: 1990 M Street, N.W. City: Washington State: D.C. Zip: 20036

6. Total no. of applns and regs. involved []

7. Total fee (37 CFR 3.41).....\$40.00 [X] Enclosed [] Authorized to be charged to deposit account

8. Deposit Account No: 22-0185 (Attach duplicate copy of this page if paying by deposit account)

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.

Elliott I. Pollock

Signature

September 23, 1998

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet: [7]

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion Mail documents to be recorded with required cover sheet information to:

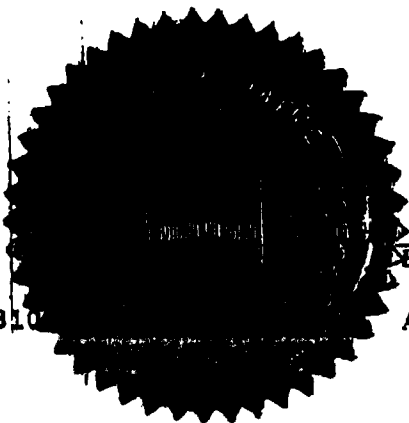
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40.00 09/26/1998 JWB/KEM 00000082 1701616 001 FC-461

TRADEMARK REEL: 1790 FRAME: 0318

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 AMENDMENT OF "SMITHS INDUSTRIES MEDICAL SYSTEMS, INC.", CHANGING ITS NAME FROM "SMITHS INDUSTRIES MEDICAL SYSTEMS, INC." TO "SIMS PORTEX, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF OCTOBER, A.D. 1997, AT 3:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2059958 810

AUTHENTICATION: 8944070

981074336

DATE: 02-27-98

TRADEMARK

REEL: 1790 FRAME: 0319

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
SMITHS INDUSTRIES MEDICAL SYSTEMS, INC.**

Smiths Industries Medical Systems, Inc. (the "Corporation"), a corporation organized under and by virtue of the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law"), for the purpose of amending its Certificate of Incorporation, pursuant to Section 242(b) of the Delaware General Corporation Law,

DOES HEREBY CERTIFY:

FIRST: That by the written consent of the Directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing that said amendment be submitted to the sole stockholder of the Corporation for consideration and approval thereof. The resolutions setting forth the proposed amendment are as follows:

BE IT FURTHER RESOLVED, that, pursuant to Section 242 of the General Corporation Law of the State of Delaware, Article 1 of the Certificate of Incorporation of this Corporation be amended in its entirety to read as follows:

I. The name of the corporation is: SIMS PORTEX, INC.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the sole stockholder of the Corporation gave its written consent, in accordance with Section 228 of the Delaware General Corporation Law, to the proposed amendment, which consent was filed with the Secretary of the Corporation.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

PHB/100117

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed by the undersigned officers this 10th day of September, 1997.

SMITHS INDUSTRIES MEDICAL SYSTEMS, INC.

By: 
Jeffrey R. Spielman
President

ATTEST:

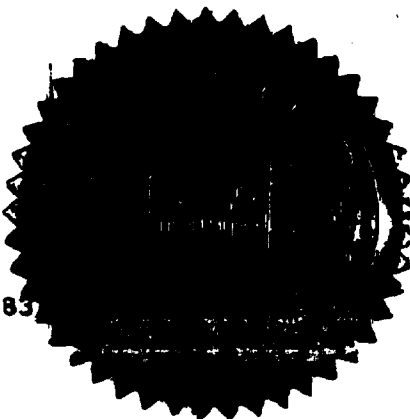

Thomas C. Westra
Secretary

10/2/1997 P

TOTAL P. 34

TRADEMARK
REEL: 1790 FRAME: 0321

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SIMS PORTEX, INC.", FILED A CERTIFICATE OF CORRECTION, CHANGING ITS NAME TO "SIMS PORTEX INC.", THE SIXTEENTH DAY OF JANUARY, A.D. 1998, AT 3 O' CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2059958 83

981074339

AUTHENTICATION:

8943332

DATE:

02-26-98


CERTIFICATE OF CORRECTION FILED TO CORRECT
A CERTAIN ERROR IN THE CERTIFICATE OF AMENDMENT TO
THE CERTIFICATE OF INCORPORATION OF SIMS PORTEX, INC.
FILED IN THE OFFICE OF THE SECRETARY OF STATE
OF DELAWARE ON OCTOBER 20, 1997

SIMS PORTEX, INC., a corporation organized and existing under and by
virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. The name of the corporation is SIMS PORTEX, INC.
2. That a Certificate of Amendment was filed by the Secretary of State of Delaware on October 20, 1997 and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate of Amendment to be corrected is as follows: The name of the corporation, which was to be amended, was incorrectly given. Thus, the name currently of record, SIMS PORTEX, INC., is incorrect.
4. Article the First of the Certificate of Amendment is corrected to read as follows: See attached sheet.

IN WITNESS WHEREOF, I, Thomas Westra, as Secretary of SIMS Portex Inc. (aka
SIMS PORTEX, INC.), have duly executed this Certificate this 12th day of January,
1998.


Secretary
SIMS PORTEX, INC.

0002/111771.1

4., continued.

CORRECTED ARTICLE THE FIRST TO CERTIFICATE OF AMENDMENT FILED 10/20/97

FIRST: That by the written consent of the Directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing that said amendment be submitted to the sole stockholder of the Corporation for consideration and approval thereof. The resolutions setting forth the proposed amendment are as follows:

BE IT FURTHER RESOLVED, that, pursuant to Section 242 of the General Corporation Law of the State of Delaware, Article 1 of the Certificate of Incorporation of this Corporation be amended in its entirety to read as follows:

1. The name of the corporation is: **SIMS Portex Inc.**

TOTAL P. 03