

11-27-1998



100908235

Express Mail Number:
EG326014552US

M Ral
11-25-98

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

11/27/1998 SSMITH 00000188 75000419

FOR OFFICE USE ONLY

01 FC:481

40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1821 FRAME: 0092

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

DAVID A. LARSEN

Name of Person Signing

David A. Larsen

Signature

November 23, 1998

Date Signed

CHANGE OF NAME

This Instrument Prepared By:

B. G. Minisman, Jr.
Attorney At Law
Berkowitz, Lefkovits, Isom
& Kushner
A Professional Corporation
1600 SouthTrust Tower
Birmingham, Alabama 35203

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALATENN RESOURCES, INC.

TO THE JUDGE OF PROBATE
COLBERT COUNTY, ALABAMA

Pursuant to the provisions of Code of Alabama § 10-2B-10.06 (1994), AlaTenn Resources, Inc. (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is:

AlaTenn Resources, Inc.

2. The amendment so adopted is:

FIRST: Article 1 of the original Articles of Incorporation is hereby amended by deleting said Article 1 in its entirety and substituting in lieu thereof the following:

1. NAME. The name of the Corporation is:

ATRION Corporation

SECOND: Except as hereinabove amended, the Articles of Incorporation of the Corporation are continued in full force and effect.

3. The number of shares of the Corporation outstanding at the time of the adoption of said amendment was 2,120,084 and the number of shares entitled to vote thereon was 2,120,084.

TRADEMARK
REEL: 1821 FRAME: 0094

4. The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by directors at a special meeting held on February 13, 1996, submitted to the shareholders for approval and was approved by the shareholders at a special meeting held on May 6, 1996.

5. The number of shares voted for said amendment was 1,750,143 and the number of shares voted against said amendment was 91,715.

This the 6th day of May, 1996.

ALATENN RESOURCES, INC.

By: Jerry A. Howard

Jerry A. Howard
Chairman of the Board,
President and Chief Executive
Officer

RECORDED AT ALA. COMPTROLLER
OF REVENUE, TOLSON BLDG. #100
MONTGOMERY, ALA. 36103
FILED 9609/269-249
05 MAY -6 AM 11:34

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

ATRION Corporation

This domestic corporation name is proposed to be incorporated in Colbert County and is for the exclusive use of Laurel Bellenger, 1600 SouthTrust Tower, Birmingham, AL 35203 for a period of one hundred twenty days beginning April 18, 1996 and expiring August 17, 1996.

STATE OF ALABAMA
COLBERT COUNTY

W. Thomas Crosslin, Judge of Probate in and for the State and County aforesaid do hereby certify that the foregoing is a true and correct copy of an instrument as shown of record in Vol.

9609 page 967-969 Given under my hand and official Seal of Office this 6 day of May 1996

W. Thomas Crosslin

Judge of Probate

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 18, 1996

Date

Jim Bennett

Jim Bennett

Secretary of State



MERGER

Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801
Tel 302 777 0205
Fax 302 655 5049

February 25, 1997

Dear Ms. Bellenger:

RE: Atrion Corporation (DE.DOM.)
Merged: ATRION Corporation (AL.DOM.)
Under Name Of: Atrion Corporation (DE.DOM.)

Pursuant to instructions received, the Certificate of Merger for this corporation was filed in the office of the Secretary of State of Delaware on February 25, 1997 at 10 a.m. and a certified copy thereof is being forwarded by the Secretary of State to the Recorder of Deeds of New Castle County, Wilmington, Delaware.

We enclose one certified copy of the Certificate of Merger for the above company.

Very truly yours,



Mary Ann Brzoska
Team Leader

db
Enc.

Ms. Laurel Bellenger
Legal Assistant
Berkowitz, Lefkovits, Isom & Kushner
1600 SouthTrust Tower
420 North 20th Street
Birmingham, Alabama 35203-3204

Federal Express

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 MERGER, WHICH MERGES:

"ATRION CORPORATION", A ALABAMA CORPORATION,

WITH AND INTO "ATRION CORPORATION" UNDER THE NAME OF "ATRION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 1997, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



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

Edward J. Freel, Secretary of State

2700596 8100M

971061341

AUTHENTICATION:

8345823

DATE:

02-25-97

TRADEMARK
REEL: 1821 FRAME: 0098

CERTIFICATE OF MERGER

TO THE DELAWARE SECRETARY OF STATE:

The undersigned Corporation does hereby certify as follows:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger is as follows:

<u>Name</u>	<u>State</u>
Atrion Corporation	Delaware
ATRION Corporation	Alabama

SECOND: An Agreement and Plan of Merger between each of the constituent corporations to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Subsection (c), §252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation to the merger is Atrion Corporation, a Delaware corporation.

FOURTH: The Certificate of Incorporation of Atrion Corporation, a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of such principal place of business is:

3230 Second Street
Muscle Shoals, Alabama 35662

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of ATRION Corporation, an Alabama corporation, is 10,000,000 common shares with a par value of \$.10 per share.

EIGHTH: This Certificate of Merger shall be effective upon the filing of same with the Delaware Secretary of State.

This the 21st day of February, 1997.

Atrion Corporation
A Delaware corporation

By: Jerry A. Howard
Jerry A. Howard
Its President

272785_1
016546/000001

TRADEMARK
REEL: 1821 FRAME: 0100

FEB 25 1997

This Instrument Prepared By: 3:55 PM (11)

W. Clark Goodwin
Attorney at Law
Berkowitz, Lefkovits, Isom & Kushner,
A Professional Corporation
1600 SouthTrust Tower
Birmingham, Alabama 35203

ARTICLES OF MERGER
OF
ATRION CORPORATION (An Alabama Corporation)
WITH AND INTO
ATRION CORPORATION (A Delaware Corporation)

TO THE SECRETARY OF STATE OF ALABAMA:

Pursuant to the provisions of ALA. CODE § 10-2B-11.05, Atrion Corporation, a Delaware corporation (the "Delaware Corporation") hereby files the following Articles of Merger of ATRION Corporation, an Alabama corporation (the "Alabama Corporation") with and into the Delaware Corporation (said corporations being hereinafter collectively referred to as the "Constituent Corporations"):

1. SURVIVING CORPORATION. The Delaware Corporation shall be the surviving corporation (the "Surviving Corporation") and shall be governed by the laws of the State of Delaware. The name of the Surviving Corporation shall be Atrion Corporation.

2. PLAN OF MERGER. The Agreement and Plan of Merger, a copy of which is attached hereto as Appendix A and incorporated herein by reference (the "Plan of Merger"), was adopted and approved by the Board of Directors and shareholders of the Alabama Corporation in accordance with the laws of the State of Alabama, and was adopted and approved by the Board of Directors and sole stockholder of the Delaware Corporation in accordance with the laws of the State of Delaware.

3. DESCRIPTION OF SHARES. The number of shares outstanding, the designations of such shares and the number of shares entitled to cast votes of each Constituent Corporation with respect to the Plan of Merger are as follows:

<u>Constituent Corporation</u>	<u>Designation of Shares</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
ATRION Corporation	Common Stock	3,214,701	3,214,701
Atrion Corporation	Common Stock	100	100

4. SHAREHOLDER VOTE. As to each of the Constituent Corporations as to which shareholders were entitled to vote on the Plan of Merger, the number of shares voted for and against the Plan of Merger are as follows:

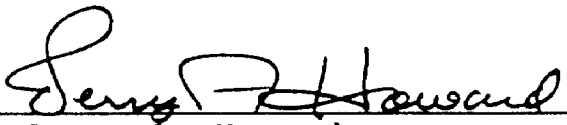
<u>Constituent Corporation</u>	<u>Number of Shares Voted For</u>	<u>Number of Shares Voted Against</u>
ATRION Corporation	2,340,712	217,900
Atrion Corporation	100	0

The number of shares of each Constituent Corporation cast in favor of the Plan of Merger was sufficient for its approval.

5. ARTICLES OF INCORPORATION OF ALABAMA CORPORATION. The Articles of Incorporation of the Alabama Corporation are filed in the Office of the Judge of Probate of Colbert County, Alabama.

IN WITNESS WHEREOF, these Articles of Merger have been executed by and for the Surviving Corporation by and through the undersigned on this 21st day of February, 1997.

Atrion Corporation
A Delaware corporation

By: 
Jerry A. Howard
Its President

—
AGREEMENT AND PLAN OF MERGER
OF ATRION CORPORATION,
A DELAWARE CORPORATION
AND
ATRION CORPORATION,
AN ALABAMA CORPORATION

THIS AGREEMENT AND PLAN OF MERGER dated as of January 2, 1997 (the "Agreement") is between Atrion Corporation, a Delaware corporation ("Atrion Delaware") and ATRION Corporation, an Alabama corporation ("ATRION"). Atrion Delaware and ATRION are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. Atrion Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 10,000,000 shares of Common Stock, \$0.10 par value. As of January 2, 1997, 100 shares of Common Stock were issued and outstanding, all of which were held by ATRION.

B. ATRION is a corporation duly organized and existing under the laws of the State of Alabama and has an authorized capital of 10,000,000 common shares, \$0.10 par value. As of January 2, 1997, 3,214,701 common shares were issued and outstanding.

C. The Board of Directors of ATRION has determined that, for the purpose of effecting the reincorporation of ATRION in the State of Delaware, it is advisable and in the best interests of ATRION that it merge with and into Atrion Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors of Atrion Delaware and ATRION have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective shareholders and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Atrion Delaware and ATRION hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

1. MERGER.

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Alabama Business Corporation Act, ATRION shall be merged with and into Atrion Delaware (the "Merger"), the separate existence of ATRION shall cease and Atrion Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation," and on the Effective Date of the Merger, as defined below, the name of the Surviving

Corporation shall be Atrion Corporation.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the shareholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the Alabama Business Corporation Act, as the case may be;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

(d) Executed Articles of Merger meeting the requirements of the Alabama Business Corporation Act shall have been filed with the Secretary of State of the State of Alabama.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. On the Effective Date of the Merger, the separate existence of ATRION shall cease and Atrion Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger; (ii) shall be subject to all actions previously taken by its and ATRION's Board of Directors; (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of ATRION in the manner more fully set forth in Section 259 of the Delaware General Corporation Law; (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger; and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of ATRION in the same manner as if Atrion Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the Alabama Business Corporation Act.

2. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS.

2.1 Certificate of Incorporation. The Certificate of Incorporation of Atrion Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving

Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Atrion Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of ATRION immediately prior to the Effective Date of the Merger, who are serving in the same capacities, classes and terms for Atrion Delaware, shall be the directors and officers of the Surviving Corporation and such directors shall continue to be constituted in the same class and have the same terms of office which they had as directors of ATRION and Atrion Delaware, in accordance with the Bylaws of Atrion Delaware.

3. MANNER OF CONVERSION OF SHARES.

3.1 ATRION Common Shares. Upon the Effective Date of the Merger, each common share of ATRION, \$0.10 par value, issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person be converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$0.10 par value, of the Surviving Corporation.

3.2 ATRION Options and Stock Purchase Rights.

(a) Upon the Effective Date of the Merger, the Surviving Corporation shall assume and continue, the (i) 1990 Stock Option Plan of ATRION, (ii) 1994 Key Employee Stock Incentive Plan of ATRION, (iii) Restricted Shares Compensation Plan for Non-Employee Directors of ATRION, (iv) Rights Agreement by and between ATRION and American Stock Transfer and Trust Company, dated as of February 1, 1990 and (v) any and all other stock option, stock incentive or stock award plans heretofore adopted by ATRION. Each outstanding and unexercised option or other right to purchase ATRION common shares existing under and by virtue of any such plan shall become an option or right to purchase the Surviving Corporation's Common Stock on the basis of one share of the Surviving Corporation's Common Stock for each common share of ATRION issuable pursuant to any such option or stock purchase right, on the same terms and conditions and at an exercise or conversion price per share equal to the exercise or conversion price per share applicable to any such ATRION option or stock purchase right at the Effective Date of the Merger.

(b) A number of shares of the Surviving Corporation's Common Stock shall be reserved for issuance upon the exercise of options and

stock purchase rights equal to the number of common shares of ATRION so reserved immediately prior to the Effective Date of the Merger.

3.3 Atrion Delaware Common Stock. Upon the Effective Date of the Merger, each share of Atrion Delaware Common Stock, \$0.10 par value, issued and outstanding immediately prior thereto shall, by virtue of the Merger and, without any action by Atrion Delaware, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

3.4 Exchange of Certificates.

(a) After the Effective Date of the Merger, each holder of an outstanding certificate representing common shares of ATRION may, at such holder's option, surrender the same for cancellation to American Stock Transfer and Trust Company, or such other entity as the Surviving Corporation so designates as exchange agent (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing common shares of ATRION shall be deemed for all purposes to represent the number of shares of the Surviving Corporation's Common Stock into which such common shares of ATRION were converted in the Merger.

(b) The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

(c) Each certificate representing Common Stock of the Surviving Corporation so issued in the merger shall bear the same legends, if any, with respect to the restrictions on transferability that appeared on the certificates of ATRION so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

(d) If any certificate for shares of Common Stock of the Surviving Corporation is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form

for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of the Surviving Corporation that such tax has been paid or is not payable.

4. GENERAL.

4.1 Covenants of Atrion Delaware. Atrion Delaware covenants and agrees that it will on or before the Effective Date of the Merger:

(a) Take such action as may be required to qualify to do business as a foreign corporation in the states in which ATRION is qualified to do business and in connection therewith irrevocably appoint an agent for service of process as required under the applicable provisions of the relevant state law; and

(b) Take such other actions as may be required by the Delaware General Corporation Law and the Alabama Business Corporation Act to effect the Merger.

4.2 Further Assurances. From time to time, as and when required by Atrion Delaware or by its successors or assigns, there shall be executed and delivered on behalf of ATRION such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or confirm of record or otherwise by Atrion Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of ATRION and otherwise to carry out the purposes of this Agreement, and the officers and directors of Atrion Delaware are fully authorized in the name and on behalf of ATRION or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either ATRION or of Atrion Delaware, or of both, notwithstanding the approval of this Agreement by the shareholders of ATRION or by the sole stockholder of Atrion Delaware, or by both.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement or certificate in lieu thereof with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (i) alter or change the amount or kind of shares, securities, cash, property

or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation; (ii) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger; or (iii) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of either Constituent Corporation.

4.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is located at 109 Orange Street, Wilmington, Delaware, and The Corporation Trust Company is the registered agent of the Surviving Corporation at such address.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation in Sheffield, Alabama, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the Alabama Business Corporation Act.

4.8 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Boards of Directors of Atrion Delaware and ATRION, is hereby executed on behalf of each of such corporations and attested by their respective officers thereunto duly authorized, under penalties of perjury, hereby declaring and certifying that this is their act and deed and the facts herein stated are true.

Atrion Corporation,
a Delaware corporation

By: 
Its: PRESIDENT

ATTEST:



=

ATRION CORPORATION,
an Alabama corporation

By: James F. Howard
Its: PRESIDENT

ATTEST:

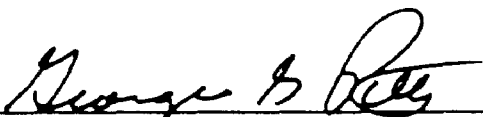
George S. Potts

=

CERTIFICATE OF SECRETARY
OF ATRION CORPORATION
A DELAWARE CORPORATION

The undersigned, George G. Petty, Secretary of Atrion Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies, as such Secretary, that the Agreement and Plan of Merger, to which this Certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of ATRION Corporation, a corporation organized and existing under the laws of the State of Alabama, was duly approved by the sole stockholder of Atrion Corporation, which Agreement and Plan of Merger was thereby adopted as the act of the stockholders of Atrion Corporation, and constitutes the duly adopted agreement and act of said corporation.

WITNESS my hand this 21st day of February, 1997.

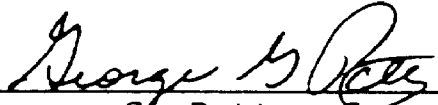


George G. Petty, Secretary

-
CERTIFICATE OF SECRETARY
OF ATRION CORPORATION
AN ALABAMA CORPORATION

The undersigned, George G. Petty, Secretary of ATRION Corporation, a corporation organized and existing under the laws of the State of Alabama, hereby certifies, as such Secretary, that the Agreement and Plan of Merger, to which this Certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of Atrion Corporation, a corporation organized and existing under the laws of the State of Delaware, was duly approved by the shareholders of ATRION Corporation, which Agreement and Plan of Merger was thereby adopted as the act of the shareholders of ATRION Corporation, and constitutes the duly adopted agreement and act of said corporation.

WITNESS my hand this 21st day of February, 1997.



George G. Petty, Secretary