

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) | | |
|---------------------------------|----------------------|----------------------|--|--|--|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1,794,085"/> | <input type="text" value="2,030,341"/> | <input type="text" value="1,742,218"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1,912,395"/> | <input type="text" value="2,189,445"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

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.

Anna Gill

Name of Person Signing

Anna Gill

Signature

1/14/99

Date Signed



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:

"INNOVATION MEDICAL TECHNOLOGIES, INC.", A MISSOURI CORPORATION,

WITH AND INTO "ALCON LABORATORIES, INC." UNDER THE NAME OF "ALCON LABORATORIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2176684 8100M

991004488

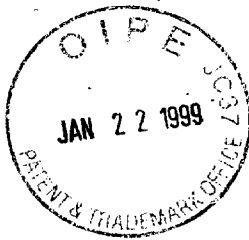
AUTHENTICATION:

9505767

DATE:

01-06-99

TRADEMARK
REEL: 1846 FRAME: 0825



**ARTICLES OF MERGER
MERCING
INNOVATION MEDICAL TECHNOLOGIES, INC.
INTO
ALCON LABORATORIES, INC.**

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

(1) That Innovation Medical Technologies, Inc., a Missouri corporation, and Alcon Laboratories, Inc., a Delaware corporation, are hereby merged and Alcon Laboratories, Inc., is the Surviving Corporation.

(2) That the Board of Directors of Innovation Medical Technologies, Inc., met on December 31, 1998, and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

(3) That thereafter the shareholders of Innovation Medical Technologies, Inc., by unanimous written consent dated December 31, 1998, approved the Plan of Merger. 100 shares were entitled to vote and 100 voted in favor and 0 voted against said plan.

(4) That the Board of Directors of Alcon Laboratories, Inc., met on December 31, 1998, and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

(5) That thereafter the shareholders of Alcon Laboratories, Inc., by unanimous written consent dated December 31, 1998, approved the Plan of Merger. 1,000 shares were entitled to vote and 1,000 voted in favor and 0 voted against said plan.

(6) PLAN OF MERGER

1. Alcon Laboratories, Inc., a Delaware corporation, is the Surviving Corporation.

2. All of the property, rights, privileges, leases and patents of Innovation Medical Technologies, Inc., are to be transferred to and become the property of Alcon Laboratories, Inc., the Surviving Corporation. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of Alcon Laboratories, Inc. immediately prior to the Effective Date shall be the officers and directors of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

4. At the Effective Date, each share of common stock of Innovation Medical Technologies, Inc., which is owned by Alcon Laboratories, Inc., and which is outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of Alcon Laboratories, Inc., be retired and cease to exist, and Alcon Laboratories, Inc., shall not be entitled to any consideration therefore.

5. Each share of common stock of Alcon Laboratories, Inc., outstanding immediately prior to the Effective Date of the Merger shall continue to be outstanding thereafter and shall continue to represent one share of Common Stock of the Surviving Corporation. the issued shares being 100,, the authorized shares being 1,000, par value at \$.01.

6. The effective time and date of the merger, herein referred to as the "Effective Date", shall be 11:59 p.m., E.S.T. on December 31, 1998.

7. The Articles of Incorporation of Alcon Laboratories, Inc., as in effect immediately prior to the Effective Date shall continue as the Certificate of Incorporation of the Surviving Corporation until altered or repealed as provided therein or as provided by law.

8. The by-laws of Alcon Laboratories, Inc., as existing on the Effective Date, shall continue as the by-laws of the Surviving Corporation until amended, altered or repealed as provided therein or in the Certificate of Incorporation or as provided by law.

9. It is agreed that, upon and after the issuance of a Certificate of Merger by the Secretary of State of the State of Missouri the Surviving Corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the Surviving Corporation.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

INNOVATION MEDICAL TECHNOLOGIES, INC.

By: T.R.G. Sear

T.R.G. Sear
Chairman of the Board,
Chief Executive Officer,
and President

ATTEST:

By: Elaine E. Whitbeck
Elaine E. Whitbeck
Secretary

State of Texas)
)SS
County of Tarrant)

Barbara Krueger a Notary Public, do hereby certify that on the 5th day of December, 1998, personally appeared before me T.R.G. Sear who being by me first duly sworn, declared that he is the Chairman of the Board, Chief Executive Officer, and President of Innovation Medical Technologies, Inc., that he signed the foregoing documents as Chairman of the Board, Chief Executive Officer, and President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Barbara Krueger
Notary Public

My Commission Expires: 9/22/00

ALCON LABORATORIES, INC.

By: T.R.G. Sear
T.R.G. Sear
Chairman of the Board,
Chief Executive Officer,
and President

ATTEST:

By: Elaine E. Whitbeck
Elaine E. Whitbeck
Assistant Secretary

State of Texas)
)SS
County of Tarrant)

Barbara Kruger a Notary Public, do hereby certify that on the 5th
day of November, 1998, personally appeared before me T.R.G. Sear who being by
me first duly sworn, declared that he is the Chairman of the Board, Chief Executive
Officer, and President of Alcon Laboratories, Inc., that he signed the foregoing
documents as Chairman of the Board, Chief Executive Officer, and President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Barbara Kruger
Notary Public

My Commission Expires: 9/22/00