

Record 1st of 2

ATTORNEY DOCKET NO. N&R DOCKET NO. 08040.3000

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04-06-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

3/30/99

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof.

ATTORNEY DOCKET NO.: 08040.3000

1. Name of conveying party(ies):

CRYOLIFE ACQUISITION CORPORATION

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

Additional names of conveying party(ies) attached?

YES NO

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

IDEAS FOR MEDICINE, INC.

Internal Address:

Street Address: 3101 37TH Avenue

City: St. Petersburg

State: Florida

Zip:

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

If Assignee is not domiciled in the United States, a domestic representative designation is attached:

YES NO

Additional name(s) and address(es) attached?

YES NO

3. Nature of conveyance:

Assignment	Merger	Other
Security Agreement	X Change of Name	

Execution Date: March 5, 1997

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

A. Trademark Application No.(s): APPLICATION NO.

B. Trademark Registration No.(s): REGISTRATION
1,972,259; 1,645,090; 1,645,091.

Additional numbers attached? YES NO

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

William H. Needle, Esq.
NEEDLE & ROSENBERG, P.C.
Suite 1200, The Candler Building
127 Peachtree Street, N.E.
Atlanta, Georgia 30303-1811
(404) 688-0770

6. Total number of applications and registrations involved:

Three

TRADEMARK
REEL: 1878 FRAME: 0096

40-00000
50-00000
04/05/1999 JSHARAZZ 00000149 237259
01 FC:46J
02 FC:46E

7. Total fee (37 CFR 3.41): \$90.00 \$40.00 1ST MARK PER DOCUMENT/\$25.00 EXTRA MARKS

Enclosed

Authorized to be charged to Deposit Account.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629.

8. Deposit account number: 14-0629
=====

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

9. 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.

William H. Needle
William H. Needle

3-26-99
Date

Total Number of Pages Including Cover Sheet, Attachments, and Document: 7

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: BOX ASSIGNMENT, Assistant Commissioner for Patents, Washington, D.C.20231, on this 26th day of March, 1999.

William H. Needle
William H. Needle

3-26-99
Date

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on March 5, 1997, for CRYOLIFE ACQUISITION CORPORATION which changed its name to IDEAS FOR MEDICINE, INC., the surviving Florida corporation, as shown by the records of this office.

The document number of this corporation is P97000017019.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Sixth day of March, 1997



CR2EO22 (2-95)

Sandra B. Northam
Secretary of State

ARTICLES OF MERGER OF
IDEAS FOR MEDICINE, INC. WITH AND INTO
CRYOLIFE ACQUISITION CORPORATION

FILED
97 MAR - 5 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following Articles of Merger.

1. Attached hereto and made a part hereof is the Plan of Merger for merging Ideas for Medicine, Inc. ("IFM") with and into CryoLife Acquisition Corporation ("Newco") as approved and adopted by the unanimous written consent of the shareholders entitled to vote thereon given on February 28, 1997, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by the unanimous written consent of the shareholders of Newco entitled to vote thereon given on March 3rd, 1997, in accord with the Florida Business Corporation Act.

2. Newco will continue its existence as the surviving corporation under the name of Ideas for Medicine, Inc. pursuant to the provisions of the Florida Business Corporation Act.

3. The effective time and date of the merger herein provided for shall be 5:30 A.M./P.M. on March 5th, 1997.

Executed on March 5th, 1997.

IDEAS FOR MEDICINE INC.

(seal)

By: J. Clayton Pruitt Sr.
J. Clayton Pruitt Sr., Authorized Vice-President and
Sole Director

Executed on March 5th, 1997.

CRYOLIFE ACQUISITION CORPORATION

(seal)

By: Steven G. Anderson
Steven G. Anderson, Chairman of the Board
Chief Executive Officer and President

**EXHIBIT TO ARTICLES OF MERGER
OF IDEAS FOR MEDICINE, INC. WITH AND INTO
CRYOLIFE ACQUISITION CORPORATION**

PLAN OF MERGER

This PLAN OF MERGER has been adopted for Ideas for Medicine, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on February 28th, 1997, and adopted for CryoLife Acquisition Corporation, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on March 3rd, 1997. The names of the corporations planning to merge are Ideas for Medicine, Inc ("IFM"), a business corporation organized under the laws of the State of Florida, and CryoLife Acquisition Corporation, a business corporation organized under the laws of the State of Florida. The surviving corporation into which IFM plans to merge is CryoLife Acquisition Corporation ("Newco").

1. IFM and Newco shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, Newco, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under the name of Ideas for Medicine, Inc. pursuant to the provisions of the Florida Business Corporation Act. The separate existence of IFM, which is sometimes hereinafter referred to as the "Non-Surviving Corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of Newco at the effective time and date of the merger shall be the Articles of Incorporation of said Surviving Corporation except that Article 1, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time and date of the merger:

"The name of the Corporation is "Ideas for Medicine, Inc."

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present Bylaws of Newco will be the Bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of Newco at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the

Surviving Corporation all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the Bylaws of Newco.

5. Each issued and outstanding share of the Non-Surviving Corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into consideration valued at approximately \$89.972345 per share, with such consideration being represented by cash or, with respect to the majority shareholder of the Non-Surviving Corporation, cash and a convertible debenture (with such debenture being valued at the principal face amount thereof). In addition, each IFM shareholder shall be entitled to receive his proportionate share of up to \$1,750,000 of additional consideration payable upon the achievement of certain performance goals by the Surviving Corporation following the closing of the merger, which goals are described in that certain Agreement and Plan of Merger dated March 5th, 1997 between CryoLife, Inc., Newco, IFM and the shareholders of IFM. The issued shares of Newco shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of IFM and to the shareholders of Newco for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of IFM and by the shareholders entitled to vote of Newco in the manner prescribed by the provisions of the Florida Business Corporation Act, IFM and Newco hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of IFM and the Board of Directors and the proper officers of Newco, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1997

CSC - KAREN ROZAR

TALLAHASSEE, FL

Re: Document Number P97000017019

The Articles of Merger were filed March 5, 1997, for CRYOLIFE ACQUISITION CORPORATION which changed its name to IDEAS FOR MEDICINE, INC., the surviving Florida corporation.

The certification you requested is enclosed.

Should you have any further questions concerning this matter, please feel free to call (904) 487-6050, the Amendment Filing Section.

Darlene Connell
Corporate Specialist
Division of Corporations

Letter Number: 997A00011489