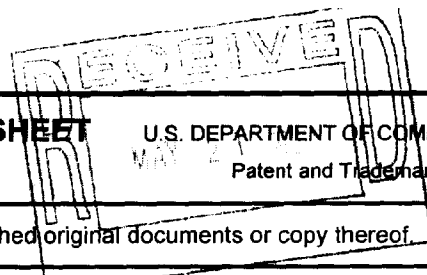


05-25-1999



COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



To the Honorable Commissioner of

101044656

with attached original documents or copy thereof.

99-1e-5
AW

1. Name of conveying party(ies):
THE CODMAN RESEARCH GROUP, INC.

Individual Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other: _____

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

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

Name: CODMAN GROUP, INC.

Address: 85 Revere Drive, Suite A

City: Northbrook State: IL Zip: 60062

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: January 27, 1999

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

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 patent number(s)

A. Trademark Application No(s).
75/280,466; 75/539,681

B. Trademark Registration No(s).
1,856,593; 1,939,191; 1,864,545

Additional numbers attached? Yes No

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

Name: Cynthia E. Kernick
REED SMITH SHAW & McCLAY LLP

Address: P.O. Box 488
0524/1999 JSHGPAZZ 00009197 75280466
01 FC:481 40.00 OF
02 FC:482 100.00 OF
 City: Pittsburgh State: PA Zip: 15230

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 2.6(b)(6)): \$ 140.00

Enclosed
 Authorized to be charged to deposit account
 Charge any deficiency to deposit account

8. Deposit account number:
18-0582

(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 and copy of the original document.

Jody L. Burtner [Signature] May 14, 1999
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK
REEL: 001900 FRAME: 0637

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"CODMAN RESEARCH GROUP, INC.", A DELAWARE CORPORATION, WITH AND INTO "CODMAN GROUP, INC." UNDER THE NAME OF "CODMAN GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1999, AT 5:32 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2200478 8100M

991035274

AUTHENTICATION: 9546461

DATE: 01-28-99

TRADEMARK
REEL: 001900 FRAME: 0638

**CERTIFICATE OF MERGER
OF CODMAN RESEARCH GROUP, INC.
WITH AND INTO
CODMAN GROUP, INC.**

The undersigned corporation, being organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations to the merger are as follows:

- (a) Codman Research Group, Inc., which is incorporated under the laws of the State of Delaware; and
- (b) Codman Group, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger ("Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations to the merger in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger is Codman Group, Inc., which corporation will continue its existence as the surviving corporation under the name, "Codman Group, Inc."

4. The Certificate of Incorporation of Codman Group, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Merger Agreement between the constituent corporations is on file at the principal place of business of the surviving corporation, the address of which is as follows: Attention: Michael J. Glynn, 85 Revere Drive, Suite A, Northbrook, Illinois 60062.

6. A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

DATED: January 21, 1999

CODMAN GROUP, INC.

By: M. J. Glynn
Michael J. Glynn
Its: President and Chief Executive Officer