

08-26-1999



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MRO
8-23-99

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 Change of Name
- Other

Effective Date
Month Day Year
7 9 99

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
7 9 99

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
- 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

08/26/1999 MTHAI1 00000004 500300 1813350
01 FC:481 40.00 CH

FOR OFFICE USE ONLY

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

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="1813350"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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): \$

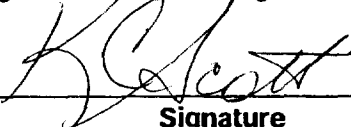
Method of Payment: Enclosed Deposit Account

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.

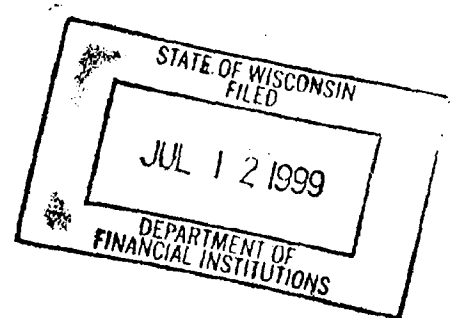
Kelly C. Scott, Esq.  8/16/97
Name of Person Signing Signature Date Signed

RECEIVED

JUL - 9 1999

WISCONSIN
DFI

ARTICLES OF MERGER
OF
GULF STREAM MEDICAL, INC.
INTO
METREX RESEARCH CORPORATION



The undersigned, Metrex Research Corporation, a Wisconsin corporation ("Parent"), desiring to give notice of corporate action effectuating the merger of its wholly-owned subsidiary, Gulf Stream Medical, Inc., a Massachusetts corporation ("Subsidiary"), into Parent, and acting by its officers and pursuant to Sections 180.1104 and 180.1107 of the Wisconsin Business Corporation Law, hereby certifies the following:

1. Stock Ownership. Parent owns all of the issued and outstanding stock of Subsidiary.
2. Plan of Merger. The Board of Directors of Parent has adopted a Plan of Merger in accordance with Section 180.1104 of the Wisconsin Business Corporation Law. A copy of the Plan of Merger is attached hereto as Exhibit A.
3. Effective Date. The merger shall be effective upon receipt of these Articles of Merger by the Wisconsin Department of Financial Institutions ~~and filing of appropriate Articles of Merger with the Massachusetts Secretary of the Commonwealth.~~

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Merger to be executed in its name by its President this 9th day of July, 1999.

METREX RESEARCH CORPORATION

By: Steven J. Semmelmayr
STEVEN J. SEMMELMAYER
Title: President

This instrument was drafted by:

Lisa A. Lyons
Quarles & Brady, LLP
411 East Wisconsin Avenue
Milwaukee, WI 53202-4497

PLAN OF MERGER
OF
GULF STREAM MEDICAL, INC.
INTO
METREX RESEARCH CORPORATION

WHEREAS, Metrex Research Corporation ("Parent"), a corporation organized and existing under the laws of the State of Wisconsin, owns all of the outstanding shares of stock of Gulf Stream Medical, Inc. ("Subsidiary"), a corporation organized and existing under the laws of the the Commonwealth of Massachusetts; and

WHEREAS, the Board of Directors of Parent deems it advisable for the general welfare and advantage of Parent and Subsidiary that Subsidiary be merged into Parent;

NOW, THEREFORE, the terms and conditions of the merger of Subsidiary into Parent (the "Merger") are as follows:

ARTICLE I

MERGER; EFFECTIVE TIME

At the Effective Time of the Merger (as hereinafter defined) the separate existence of Subsidiary shall cease and Subsidiary shall be merged into Parent pursuant to Section 180.1104 of the Wisconsin Business Corporation Law and Chapter 156B, Section 82 of the Massachusetts General Corporation Law. The Effective Time of the Merger shall be upon receipt of appropriate Articles of Merger by the Wisconsin Department of Financial Institutions ~~and filing of appropriate Articles of Merger with the Massachusetts Secretary of the Commonwealth.~~

ARTICLE II

SHARES OF PARENT AND SUBSIDIARY

1. Parent Shares. Each share of stock of Parent issued and outstanding or in the treasury of the Parent at the Effective Time of the Merger shall continue to be one such share of the Surviving Corporation.

2. Subsidiary Shares. Each share of stock of Subsidiary issued and outstanding or in the treasury of the Subsidiary shall be retired and canceled at the Effective Time of the Merger, and no shares of stock of the Parent or other consideration shall be issued in exchange therefor.

ARTICLE III

EFFECT OF MERGER

The effect of the Merger shall be as provided in Section 180.1106 of the Wisconsin Business Corporation Law.

ARTICLE IV

FEDERAL INCOME TAX EFFECT

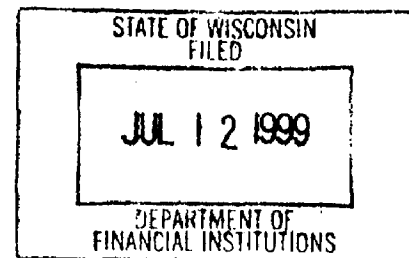
This Plan of Merger is intended to constitute a plan of reorganization within the meaning of the Internal Revenue Code of 1986, as amended.

ARTICLE V

TERMINATION AND ABANDONMENT

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of the Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

* * * * *



4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

See Annex I attached

Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

5: The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing:

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (e), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 9th day of July, 19 99,

Steven J. Gammelmayer, *President / *Vice President,

A. Jeffrey Ross, *Clerk / *Assistant Clerk. *Secretary*

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

The following resolutions were adopted by the unanimous written consent of the Board of Directors of Metrex Research Corporation on July ____, 1999:

WHEREAS, the Corporation owns all of the issued and outstanding stock of Gulf Stream Medical, Inc., a Massachusetts corporation (the "Subsidiary"); and

WHEREAS, the Corporation desires to merge the Subsidiary into this Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation merge the Subsidiary into this Corporation and assume all of the Subsidiary's liabilities and obligations;

FURTHER RESOLVED, that the Plan of Merger, a copy of which is attached hereto as Exhibit A, is hereby approved and adopted;

FURTHER RESOLVED, that any one of the appropriate officers of the Corporation is hereby authorized and directed to make and execute appropriate Articles of Merger and to file the same with the offices of the Wisconsin Department of Financial Institutions and The Commonwealth of Massachusetts, respectively;

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to do all acts which they in their discretion shall deem necessary and appropriate to cause the merger described above to become effective under the laws of the State of Wisconsin and The Commonwealth of Massachusetts.

PLAN OF MERGER
OF
GULF STREAM MEDICAL, INC.
INTO
METREX RESEARCH CORPORATION

WHEREAS, Metrex Research Corporation ("Parent"), a corporation organized and existing under the laws of the State of Wisconsin, owns all of the outstanding shares of stock of Gulf Stream Medical, Inc. ("Subsidiary"), a corporation organized and existing under the laws of the the Commonwealth of Massachusetts; and

WHEREAS, the Board of Directors of Parent deems it advisable for the general welfare and advantage of Parent and Subsidiary that Subsidiary be merged into Parent;

NOW, THEREFORE, the terms and conditions of the merger of Subsidiary into Parent (the "Merger") are as follows:

ARTICLE I

MERGER; EFFECTIVE TIME

At the Effective Time of the Merger (as hereinafter defined) the separate existence of Subsidiary shall cease and Subsidiary shall be merged into Parent pursuant to Section 180.1104 of the Wisconsin Business Corporation Law and Chapter 156B, Section 82 of the Massachusetts General Corporation Law. The Effective Time of the Merger shall be upon receipt of appropriate Articles of Merger by the Wisconsin Department of Financial Institutions and filing of appropriate Articles of Merger with the Massachusetts Secretary of the Commonwealth.

ARTICLE II

SHARES OF PARENT AND SUBSIDIARY

1. Parent Shares. Each share of stock of Parent issued and outstanding or in the treasury of the Parent at the Effective Time of the Merger shall continue to be one such share of the Surviving Corporation.

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ARTICLE III

EFFECT OF MERGER

The effect of the Merger shall be as provided in Section 180.1106 of the Wisconsin Business Corporation Law.

ARTICLE IV

FEDERAL INCOME TAX EFFECT

This Plan of Merger is intended to constitute a plan of reorganization within the meaning of the Internal Revenue Code of 1986, as amended.

ARTICLE V

TERMINATION AND ABANDONMENT

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of the Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

* * * * *

ARTICLES OF MERGER
OF
GULF STREAM MEDICAL, INC.
INTO
METREX RESEARCH CORPORATION

The undersigned, Metrex Research Corporation, a Wisconsin corporation ("Parent"), desiring to give notice of corporate action effectuating the merger of its wholly-owned subsidiary, Gulf Stream Medical, Inc., a Massachusetts corporation ("Subsidiary"), into Parent, and acting by its officers and pursuant to Sections 180.1104 and 180.1107 of the Wisconsin Business Corporation Law, hereby certifies the following:

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3. Effective Date. The merger shall be effective upon receipt of these Articles of Merger by the Wisconsin Department of Financial Institutions and filing of appropriate Articles of Merger with the Massachusetts Secretary of the Commonwealth.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles
of Merger to be executed in its name by its President this 9th day of July,
1999.

METREX RESEARCH CORPORATION

By: Steven J. Semelmayr
Title: President

This instrument was drafted by:

Lisa A. Lyons
Quarles & Brady, LLP
411 East Wisconsin Avenue
Milwaukee, WI 53202-4497

PLAN OF MERGER
OF
GULF STREAM MEDICAL, INC.
INTO
METREX RESEARCH CORPORATION

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WHEREAS, the Board of Directors of Parent deems it advisable for the general welfare and advantage of Parent and Subsidiary that Subsidiary be merged into Parent;

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ARTICLE IV

FEDERAL INCOME TAX EFFECT

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ARTICLE V

TERMINATION AND ABANDONMENT

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of the Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

* * * * *

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS

(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ _____, having been paid, said articles are deemed to have been filed with me this _____ day of _____, 19 _____.

Effective date: _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Susan T. Barker

Quarles & Brady LLP

411 East Wisconsin Ave. Milwaukee, WI 53202

Telephone: (414) 277-5189