

FORM PTO-1618A
Expires 06/30/98
OMB 0651-0027

01-03-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101207363

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

MRO 12/30/99

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
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

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

Name ZEVEEX, Inc. (a Utah Corporation)

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name ZEVEEX, Inc. (a Delaware Corporation)

DBA/AKA/TA _____

Composed of _____

Address (line 1) 4314 Zevex Park Lane

Address (line 2) Salt Lake City, UT 84123

Address (line 3) _____ City _____ State/Country _____ Zip Code _____

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Utah

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

TRADEMARK
REEL: 001973 FRAME: 0788

FORM PTO-1618B
Expires 08/30/99
OMB 0661-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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:

#

50-881

Authorization to charge additional fees:

Yes

No

Charge Spec Exp FEE USD \$40.00

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.

1 Randall B. Bateman

Name of Person Signing

Signature

Dec. 30, 1999

Date Signed

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 11/17/1997
971391443 - 2821849

JONES, WILCO, ET AL

801 328 0537 P.02/03

**CERTIFICATE OF INCORPORATION
OF
ZEVEX, INC.**

ARTICLE I. NAME

The name of the corporation is ZEVEX, Inc. (the "Corporation").

ARTICLE II. REGISTERED OFFICE

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of the registered agent at such address is the Corporation Trust Company.

ARTICLE III. PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV. CAPITAL STOCK

The Corporation is authorized to issue one class of shares to be designated "Common Stock." The number of shares of Common Stock authorized to be issued is Ten Million (10,000,000). The Common Stock shall have a par value of \$.001 per share.

Each holder of Common Stock is entitled to one vote for each share of Common Stock standing in such holder's name on the records of the Corporation on each matter submitted to a vote of the stockholders, except as otherwise required by law.

ARTICLE V. BOARD OF DIRECTORS

(a) Number. The number of directors constituting the entire Board of Directors (the "Board") shall be as fixed from time to time by vote of a majority of the entire Board, provided, however, that the number of directors shall not be reduced so as to shorten the term of any director at the time in office.

(b) Initial Directors. The initial Board shall consist of the following persons:

Dean G. Constantine
David J. McNally
Philip L. McStons

(c) The election of directors need not be by written ballot.

ARTICLE VI. BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, alter, amend or repeal the By-Laws of the Corporation (the "Bylaws").

ARTICLE VII. LIABILITY

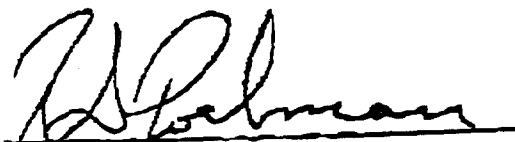
To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any amendment or repeal of this Article VII will not eliminate or reduce the affect of any right or protection of a director of the Corporation existing immediately prior to such amendment or repeal.

ARTICLE VIII. INCORPORATOR

The name and mailing address of the incorporator are as follows:

Ronald S. Poelman, Esq.
Jones, Waldo, Holbrook & McDonough, P.C.
1500 Wells Fargo Plaza
170 South Main Street
Salt Lake City, Utah 84101

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation law of the State of Delaware, do make this certificate, hereby declaring and certifying, under penalties of perjury, that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 17th day of November, 1997.



Ronald S. Poelman
Incorporator

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:

"ZEVEX, INC.", A UTAH CORPORATION,
WITH AND INTO "ZEVEX, INC." UNDER THE NAME OF "ZEVEX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1997, AT 4 O'CLOCK P.M.





Edward J. Freel, Secretary of State

2821849 8100M

AUTHENTICATION: 0067220

DATE: TRADEMARK

REEL: 001973 FRAME: 0792

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 11/18/1997
971393536 - 2821849

JONES, WALDO, ET AL

801 328 2537 P.02/23

CERTIFICATE OF MERGER**(For the State of Delaware)**

I, Dean G. Constantine, President and Chief Executive Officer of ZEVEX, Inc., a Delaware corporation, do hereby certify as follows:

1. ZEVEX, Inc., a Utah corporation, has agreed to merge with and into ZEVEX, Inc., a Delaware corporation, pursuant to the terms of an Agreement and Plan of Merger.
2. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the terms of section 252 of the Delaware Corporation Law. Specifically, the Agreement and Plan of Merger has been approved by the Boards of Directors and by the holders of a majority of the outstanding voting stock of each constituent corporation and was executed and acknowledged, in each case, by the appropriate officers. ZEVEX, Inc., a Utah corporation, has authorized capital of 50,000,000 shares of common stock; with the par value of .001.
3. The name of the surviving corporation is ZEVEX, Inc., a Delaware corporation;
4. The Certificate of Incorporation of ZEVEX, Inc., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation, with no amendments or changes;
5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at 4314 Zevex Park Lane, Murray, UT 84123; and
6. A copy of the Agreement and Plan of Merger will be furnished by ZEVEX, Inc., a Delaware corporation, without cost to any stockholder of any constituent corporation.

NOV-18-1997 12:03

JONES, WALDO, ET AL

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IN WITNESS WHEREOF, we have executed this Certificate on this 17th day of November, 1997 and acknowledge that the facts stated herein are true.

ZEVEX, INC.,
a Delaware corporation

By 

Dean G. Constantine, President
and Chief Executive Officer

NOV-17-1997 10:29

801 328 0537

P. 28

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 INCORPORATION OF "ZEVEX, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1997, AT 3 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0067224

AUTHENTICATION:

11-05-99

DATE:

TRADEMARK

REEL: 001973 FRAME: 0795

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001467007

RECORDED: 12/30/1999