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To the Honorable Commissioner of Patents

original documents or copy thereof.

101374835

1. Name of conveying party(ies):

Surgimedics, Inc.

OPR/FINANCE

2. Name and address of receiving party(ies)

Name: Lifestream International, Inc.

Internal Address: _____

Street Address: 2828 No. Crescent Ridge Drive

City: The Woodlands State: TX ZIP: 77381

- Individual(s)
- General Partnership
- Corporation-State
- Other _____

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

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: October 6, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,467,179
1,963,789

MRD
5/8/00

Additional numbers attached? Yes No

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

David O. Seeley

Name: WORKMAN, NYDEGGER & SEELEY

Internal Address: _____

Street Address: 60 East South Temple

1000 Eagle Gate Tower

City: Salt Lake City State: UT ZIP: 84111

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 80.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

23-3178

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

06/05/2000 DNGUYEN 00000138 1467179

01 FC:481 40.00 DP
02 FC:482 25.00 DP
03 FC:998 15.00 DP

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 copy of the original document.

David O. Seeley

Name of Person Signing

Signature

8 May 2000

Date

10

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



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

LIFESTREAM INTERNATIONAL, INC.
File No. 00703625-00

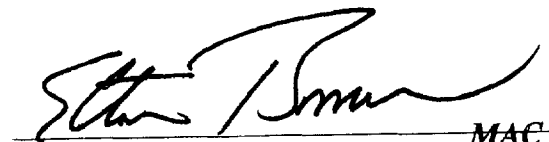
were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

IT IS FURTHER CERTIFIED that the following documents are on file for this corporation
as of this date:

ARTICLES OF INCORPORATION	MAY 04, 1984
ARTICLES OF AMENDMENT	JUNE 28, 1984
ARTICLES OF AMENDMENT	SEPTEMBER 29, 1986
ARTICLES OF AMENDMENT	MAY 05, 1994
CHANGE OF REGISTERED OFFICE AND/OR AGENT	MARCH 10, 1997
ARTICLES OF MERGERS (3)	OCTOBER 06, 1999
RESTATED ARTICLES OF INCORPORATION	OCTOBER 06, 1999

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on October 6, 1999.*




MAC

Elton Bomer
Secretary of State

TRADEMARK
REEL: 002083 FRAME: 0935



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

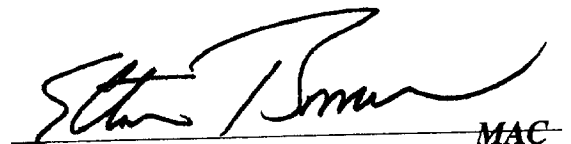
LIFESTREAM INTERNATIONAL, INC.
Formerly: SURGIMEDICS, INC.
File No. 00703625-00

RESTATED ARTICLES OF INCORPORATION

OCTOBER 06, 1999



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on October 6, 1999.



Elton Bomer
Secretary of State

MAC

TRADEMARK
REEL: 002083 FRAME: 0936

**RESTATED ARTICLES OF INCORPORATION
OF**

FILED
In the Office of the
Secretary of State of Texas

OCT 06 1999

SURGIMEDICS, INC.

Corporations Section

ARTICLE ONE

Surgimedics, Inc. pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act ("TBCA"), hereby adopts restated articles of incorporation which accurately copy the articles of incorporation and all amendments thereto that are in effect to date and as further amended by such restated articles of incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE TWO

The articles of incorporation, as amended, of the corporation are amended by the restated articles of incorporation as follows:

1. Article 1. is amended in its entirety to be as follows:

"ARTICLE 1

The name of the corporation is Lifestream International, Inc."

2. Article 4. is amended in its entirety to be as follows:

"4.1 Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is fifteen thousand (15,000) shares. The shares shall have a par value of \$.01 per share. The Corporation shall have authority to issue only one class of shares.

4.2 Denial of Preemptive Rights and Cumulative Voting. No shareholder or any other person shall have any preemptive right whatsoever, and cumulative voting shall not be permitted."

3. Article 8 is amended in its entirety to be as follows:

ARTICLE 8

"8.1 Indemnification. As permitted by Section G of Article 2.02-1 of the Texas Business Corporation Act or any successor statute (the "Indemnification Article"), the Corporation hereby:

(a) makes mandatory the indemnification permitted under Section B of the Indemnification Article as contemplated by Section G thereof;

(b) agrees to advance the reasonable expenses of a director upon such director's compliance with the requirements of Section K and L of the Indemnification Article; and

(c) extends the mandatory indemnification and the obligation to advance reasonable expenses to all officers of the Corporation and to all persons who are or were serving at the request of the Corporation as a director, officer, partner or trustee of another foreign or domestic corporation, partnership, joint venture, trust or employee benefit plan to the same extent that the Corporation has agreed to indemnify and advance expenses to directors under the Indemnification Article.

8.2 Non-Exclusivity. The provisions of Section 1 of this Article 8 shall not be deemed to be exclusive of any other rights to which any such director, officer or other person may be entitled under any other agreement, pursuant to a vote of directors or any committee thereof or a vote of shareholders, as a matter of law or otherwise, either as to action in his official capacity or as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. No person shall be entitled to indemnification pursuant to this Article 8 in relation to any matter as to which indemnification shall not be permitted by law.

8.3 Defined Terms. Terms used herein that are defined in the Indemnification Article shall have the respective meanings set forth in the Indemnification Article."

4. Article 11. is amended in its entirety to be as follows:

The Board of Directors shall consist of one member who shall serve as director until the next annual meeting of shareholders or until his successor shall have been elected and qualified, and whose name and address is as follows:

<u>Name</u>	<u>Address</u>
Robert Kleinert	2828 N. Crescent Ridge Drive, The Woodlands, Texas 77381"

ARTICLE THREE

Each such amendment made by the restated articles of incorporation has been effected in conformity with the provisions of the Texas Business Corporation Act and such restated articles of incorporation and each such amendment made by the restated articles of incorporation were duly adopted by the shareholders of the Corporation on August 26, 1999.

ARTICLE FOUR

The number of shares outstanding was 2,859,943, and the number of shares entitled to vote on the amendments and restated articles of incorporation was 2,859,943; the number of shares voted for such restated articles as so amended was 2,738,730; and the number of shares that abstained or did not vote at the meeting of the stockholders regarding such restated articles as so amended was 121,213.

ARTICLE FIVE

The articles of incorporation and all amendments and supplements thereto are hereby superseded by the following restated articles of incorporation which accurately copy the entire text thereof and as amended as above set forth:

[Remainder of Page Intentionally Left Blank]

RESTATED ARTICLES OF INCORPORATION

OF

LIFESTREAM INTERNATIONAL, INC.

ARTICLE 1.

The name of the Corporation is Lifestream International, Inc.

ARTICLE 2.

The period of duration of the Corporation is perpetual.

ARTICLE 3.

The purpose for which the Corporation is organized is the transaction of any or all lawful business.

ARTICLE 4.

4.1 Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is fifteen thousand (15,000) shares. The shares shall have a par value of \$.01 per share. The Corporation shall have authority to issue only one class of shares.

4.2 Denial of Preemptive Rights and Cumulative Voting. No shareholder or any other person shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE 5.

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least \$1,000.

ARTICLE 6.

Without necessity for action by its shareholders, the Corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

ARTICLE 7.

Section 7.1 Quorum Requirement. The holders of at least a majority of the shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a

quorum at any meeting of shareholders of the Corporation.

Section 7.2 Interested Transactions. No contract or other transaction between the Corporation and one or more of its directors, officers or securityholders or between the Corporation and another corporation, partnership, joint venture, trust or other enterprise of which one or more of the Corporation's directors, officers or securityholders are members, officers, securityholders, directors or employees or in which they are otherwise interested, directly or indirectly, shall be invalid solely because of such relationship, or solely because such a director, officer or securityholder is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or other transaction, or solely because his or their votes are counted for such purpose, if (A) the material facts as to his relationship or interest and as to the contract or other transaction are known or disclosed to the Board of Directors or committee thereof, and such board or committee in good faith authorizes the contract or other transaction by the affirmative vote of a majority of the disinterested directors even though the disinterested directors be less than a quorum, or (B) the material facts as to his relationship or interest and as to the contract or other transaction are known or disclosed to the shareholders entitled to vote thereon, and the contract or other transaction is approved in good faith by vote of the shareholders, or (C) the contract or other transaction is fair as to the Corporation as of the time it is entered into.

ARTICLE 8.

8.1 Indemnification. As permitted by Section G of Article 2.02-1 of the Texas Business Corporation Act or any successor statute (the "Indemnification Article"), the Corporation hereby:

(a) makes mandatory the indemnification permitted under Section B of the Indemnification Article as contemplated by Section G thereof;

(b) agrees to advance the reasonable expenses of a director upon such director's compliance with the requirements of Section K and L of the Indemnification Article; and

(c) extends the mandatory indemnification and the obligation to advance reasonable expenses to all officers of the Corporation and to all persons who are or were serving at the request of the Corporation as a director, officer, partner or trustee of another foreign or domestic corporation, partnership, joint venture, trust or employee benefit plan to the same extent that the Corporation has agreed to indemnify and advance expenses to directors under the Indemnification Article.

8.2 Non-Exclusivity. The provisions of Section 1 of this Article 8 shall not be deemed to be exclusive of any other rights to which any such director, officer or other person may be entitled under any other agreement, pursuant to a vote of directors or any committee thereof or a vote of shareholders, as a matter of law or otherwise, either as to action in his official capacity or as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure

to the benefit of the heirs, executors and administrators of such a person. No person shall be entitled to indemnification pursuant to this Article 8 in relation to any matter as to which indemnification shall not be permitted by law.

8.3 Defined Terms. Terms used herein that are defined in the Indemnification Article shall have the respective meanings set forth in the Indemnification Article.

ARTICLE 9.

In performing his duties, a director of the Corporation shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by (A) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented, (B) counsel, public accountants or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence, or (C) a committee of the Board of Directors upon which he does not serve, duly designated in accordance with a provision of the by-laws, as to matters within its designated authority, which committee the director deems to merit confidence, but he shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his duties shall have no liability to the Corporation (whether asserted directly or derivatively) by reason of being or having been a director of the Corporation.

ARTICLE 10.

The address of the registered office of the Corporation is 2828 N. Crescent Ridge Dr., The Woodlands, Texas 77381 and the name of the registered agent of the Corporation at such address is Lisa Bossard Funk.

ARTICLE 11.

The Board of Directors shall consist of one member who shall serve as director until the next annual meeting of shareholders or until his successor shall have been elected and qualified, and whose name and address is as follows:

<u>Name</u>	<u>Address</u>
Robert Kleinert	2828 N. Crescent Ridge Drive, The Woodlands, Texas 77381

ARTICLE 12.

The name and address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
H. Corcy Henriksen, Jr.	2900 South Tower Pennzoil Place, Houston, Texas 77002

ARTICLE 13.

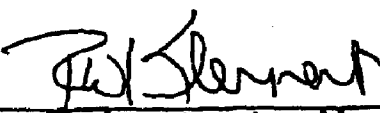
A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director for:

- (i) a breach of the director's duty of loyalty to the Corporation or its shareholders;
- (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation, or that involves intentional misconduct or a knowing violation of law;
- (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (iv) an act or omission for which the liability of a director is expressly provided by applicable statute.

If the Texas Miscellaneous Corporation Laws Act or the Texas Business Corporation Act is amended, after approval by the shareholders of the Corporation of the foregoing paragraph, to authorize action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal or modification of the foregoing paragraph shall not adversely affect any right of protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned officer of Lifestream International, Inc. has executed this Restated Articles of Incorporation on October 6, 1999.

LIFESTREAM INTERNATIONAL, INC.

By: 
Name: Robert W. Kleinert
Title: Chief Executive Officer