



05-22-2000

U.S. Patent & TMO/CTM Mail Rcpt Dt. #57

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06-21-2000

Docket No.:



101386046

ched original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):

American Medical Design Corporation  
10 South Riverside Plaza, Suite 2290  
Chicago, Illinois 60606

5.22.00

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

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

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

Execution Date: April 1, 1997

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

Name: AMDC, Corporation

Internal Address:

Street Address: 10 South Riverside Plaza, Suite 2290

City: Chicago State: IL ZIP: 60606

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

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

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

A. Trademark Application No.(s)

1,937,578      1,640,741  
1,934,467      1,620,333  
1,934,466

Additional numbers

B. Trademark Registration No.(s)

Yes  No

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

Name: Joseph R. Marcus

Internal Address: WELSH & KATZ, LTD.

Street Address: 120 South Riverside Plaza

22nd Floor

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved:.....

5

7. Total fee (37 CFR 3.41):.....\$ \$140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

**In the event that improper payment is made.**

06/20/2000 DNGUYEN 00000246 1937578

DO NOT USE THIS SPACE

01 FC:481  
02 FC:482

40.00 OP  
100.00 OP

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.

Joseph R. Marcus

Name of Person Signing

Joseph R. Marcus May 17, 2000  
Signature Date

Total number of pages including cover sheet, attachments, and

7

TRADEMARK

REEL: 002090 FRAME: 0252

97243804

DEPT. OF REVENUE  
Treasurer  
ATTN: T.F. \* 204 3804  
1001 N. LINDEN ST.

# State of Illinois Office of The Secretary of State

**Whereas,** ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF AMERICAN MEDICAL DESIGN CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

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Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 1ST day of APRIL A.D. 19 97 and of the Independence of the United States the two hundred and 21ST .



*George H Ryan*

Secretary of State

*[Handwritten initials]*

(Rev. Jan. 1995)

File # 5367-279

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1832

**FILED**

APR 01 1997

**GEORGE H. RYAN  
SECRETARY OF STATE**

**SUBMIT IN DUPLICATE**

**This space for use by  
Secretary of State**

Date 4-1-97

Franchise Tax \$

Filing Fee\* \$ 25.00

Penalty \$

Approved: *J. Miller*

Remit payment in check or money order, payable to "Secretary of State."

\*The filing fee for articles of amendment - \$25.00

1. **CORPORATE NAME:** American Medical Design Corporation

(Note 1)

2. **MANNER OF ADOPTION OF AMENDMENT:**

The following amendment of the Articles of Incorporation was adopted on April 1

19 97 in the manner indicated below. ("X" one box only)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected;

(Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment;

(Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment.

(Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Notes 4 & 5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 5)

3. **TEXT OF AMENDMENT:**

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

AMDC, Corporation

(NEW NAME)

**EXPEDITED**

APR 01 1997

**SECRETARY OF STATE**

All changes other than name, include on page 2  
(over)

**TRADEMARK**

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## Text of Amendment

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

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## NOTES and INSTRUCTIONS

**NOTE 1:** State the true exact corporate name as it appears on the records of the office of the Secretary of State, **BEFORE** any amendments herein reported.

**NOTE 2:** Incorporators are permitted to adopt amendments **ONLY** before any shares have been issued and before any directors have been named or elected. (§ 10.10)

**NOTE 3:** Directors may adopt amendments without shareholder approval in only seven instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
- (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected.
- (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05,
- (g) to restate the articles of incorporation as currently amended. (§ 10.15)

**NOTE 4:** All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

**NOTE 5:** When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

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4 The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

5 (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK.**)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated <u>April 1</u> , 19 <u>97</u> attested by <u><i>Fred D. Campobasso</i></u> (Signature of Secretary or Assistant Secretary) <u>Fred D. Campobasso, Secretary</u> (Type or Print Name and Title)	<u>American Medical Design Corporation</u> (Exact Name of Corporation at date of execution) by <u><i>Fred D. Campobasso</i></u> (Signature of President or Vice President) <u>Fred D. Campobasso, President</u> (Type or Print Name and Title)
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7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated \_\_\_\_\_, 19 \_\_\_\_

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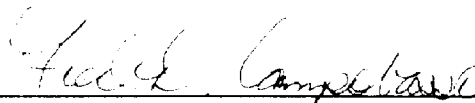
**AMERICAN MEDICAL DESIGN CORPORATION**

**MEMORANDUM OF ACTION  
OF SHAREHOLDER**

The undersigned, being the sole shareholder of American Medical Design Corporation, an Illinois corporation, does hereby consent to the following resolution, without formal meeting:

Article One of the Articles of Incorporation is amended to read as follows: The name of the corporation is AMDC, Corporation.

Dated: April 1, 1997



Fred D. Campobasso  
Fred D. Campobasso, as Trustee under the  
Fred D. Campobasso Revocable Trust,  
dated 2/10/92

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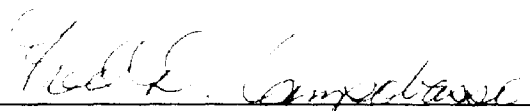
**AMERICAN MEDICAL DESIGN CORPORATION**

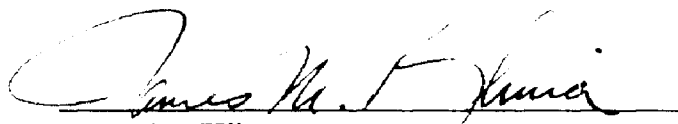
**MEMORANDUM OF ACTION  
OF DIRECTORS**

We, the undersigned, being all of the directors of American Medical Design Corporation, an Illinois corporation, do hereby consent to the following resolution, without formal meeting:

**RESOLVED**, that Article One of the Articles of Incorporation is amended to read as follows: The name of the corporation is AMDC, Corporation.

Dated: April 1, 1997

  
\_\_\_\_\_  
Fred D. Campobasso

  
\_\_\_\_\_  
James M. Klima

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